the AMAZING SPIDER-MAN
APPROVED BY THE COMICS CODE AUTHORITY
MARVEL COMICS GROUP 12¢
2 MAY
2 GREAT NEW SPIDER-MAN THRILLERS!
2 GREAT NEW SUPER-VILLAINS!
featuring: "The VULTURE!" and...
...SPIDER-MAN IS TRAPPED BY "the TERRIBLE TINKERER!"
DITKO

THE WORLD'S GREATEST MOLDER OF HANDSOME HE-MEN and CHAMPS out of WEAKLINGS says

SKINNY OR FAT, 15, 20, 30 OR 40 YEARS OF AGE I'LL BUILD YOU INTO A NEW ATHLETIC MIGHTY-MUSCLED ALL-MALE HE-MAN

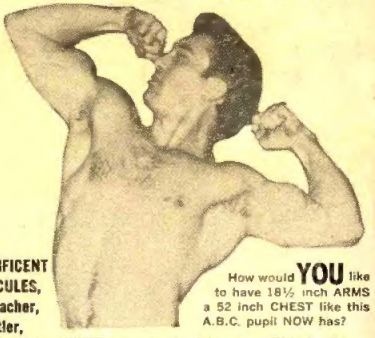
in THRILLING MINUTES a day, as I have done to THOUSANDS in 20 YEARS.

can now get **YOU FREE!**

ALL these 5 famous PICTURE-PACKED STRENGTH-TEST COURSES to Make YOU a SUPER-MAN. (formerly $5.00 each) Now FREE to you if you mail coupon AT ONCE! LAST CHANCE!

BEN REBHUHN

20 years Directing Head of the most famous and largest home-training body building institute in the world, through which millions of youths and men applied for training, of which countless were changed from skinny and fat weaklings into streamlined heroic he-men.



How would **YOU** like to have 18½ inch ARMS a 52 inch CHEST like this A.B.C. pupil NOW has?

This now MAGNIFICENT MODERN HERCULES, 26 year old teacher, William Butler, says to YOU, "No matter WHAT your age, I advise you, SEND for the A.B.C. WONDER PICTURE COURSES at once.

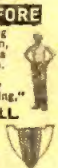
"NO MATTER WHAT YOUR AGE I'll show you, by my quick, easy SECRETS

How to GAIN OR LOSE UP TO 50 LBS. FAST

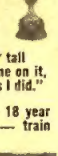
like my pupils here did and THOUSANDS do now."

17 YEAR OLD SILLS

"I GAINED **60 LBS.** OF SHAPELY MIGHTY MUSCLES. **BEFORE** mailing coupon, I was a 125 lb. 6 ft. skinny weakling." says JOHN SILL



YOU can add 7 inches to your CHEST 3½ inches to each ARM and the rest in proportion just as I did.



YOU can WIN the 18" tall SILVER TROPHY with name on it, A GOLD MEDAL, $100, as I did."

45 year old FATHER and 18 year old SON — now Pals — train A.B.C. way together!

"Both gained pounds of powerful muscles. Advise all you fathers and sons to send for the A.B.C. courses without foolish delay."
—LARRY CAMPBELL

"I LOST **30 LBS.** OF DANGEROUS **UGLY FAT** 4 INCHES OFF MY **WAIST!**

28 year old Felipe Mendoza

"That 220 lb. FAT-BOY at the right was ME a few short weeks ago."

A.B.C. streamlined my body, made me a new man my 47" chest my 32" waist 15" difference attracts admiration at the beach.

YOU become A WINNER in ALL you do like these and MILLIONS of my pupils!

YOU become A STAR in ANY SPORT! YOU fear NO MAN or BULLY!

YOU can soon be a HERO of MEN like Butler is and an IDOL of WOMEN in a few weeks!

Under the World's GREATEST BODY-BUILDER, I now have 18½" ARMS, a 52" CHEST; my STRENGTH has greatly improved. So have my sports. I have won titles like 'Mr. Virginia', 'Mr. State Y.M.C.', etc.

Yes! In just **10 THRILLING MINUTES** a day, in the SECRECY of YOUR OWN ROOM at home, MY RAPID-FIRE, EASY as ABC FAMOUS PICTURE METHODS will start building you THE VERY FIRST NIGHT. I'll show you How to Mold **16 INCH ARMS** of **MIGHT**, a big, deep **45 INCH CHEST** housing **TIRELESS LUNGS**, WIDE MANLY SHOULDERS — a BROAD BRAWNY BACK, tapering to a SLENDER WAIST with punch-proof STOMACH MUSCLES, LEGS of RUNNING POWER.

BEFORE mailing coupon this A.B.C. pupil was this **90 lb.** skeleton. Gained 70 lbs. Made football team.

WOMEN always say, "I just adore A.B.C. ALL-MALE HE-MEN".

NO! I don't care how skinny or flabby you are now, if you're in your teens, twenties, thirties or forties, I'll show you in just 10 thrilling minutes in your home, how you can make yourself over by the easy, quick method I turned myself from wreck to a tower of strength and endurance, of others into all-male he-men!

YES! You'll ADD INCHES of MIGHTY MUSCLES to your ARMS, deepen your CHEST, broaden your BACK and SHOULDERS. From HEAD to HEELS you'll gain SIZE, POWER, LIGHTNING SPEED, ENDURANCE. You'll become a SUCCESSFUL HE-MAN in LOOKS and ACTS — a WINNER in EVERY-THING — athletics, business, studies.

"I'm proud of you now, Tony!"

Pascarella

You wouldn't give me a tumble before I gained 28 A.B.C. lbs.

AMERICAN BODY BUILDING CLUB, Dept. MA34, GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES, including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings, now famous Strong Men, and How to Become one of Them.

☐ I enclose 10c for mailing and handling.
I am under no other obligation.
I'm checking everything I need to give me the kind of body I want.
☐ I want to gain ..... lbs. (fill in). ☐ Triple my strength.
☐ I want to streamline my body, get rid of flabby fat.
☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST ☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST
☐ I want to become a winning athlete. ☐ I want new pep.

NAME ..... AGE .....
DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.
ADDRESS .....
CITY ..... ZONE ..... STATE .....

FREE Sports, Self-defense, Strong-man Stunts Courses Apparatus. Let me know how to get these FREE!

AMERICAN BODY BUILDING CLUB, Dept. MA34, GREAT NECK, NEW YORK

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SPIDER-MAN

"DUEL TO THE DEATH WITH The VULTURE!"

THE MOST COLORFUL SUPER-HERO OF ALL.... SPIDER-MAN! HIS NAME MAKES THE UNDERWORLD TREMBLE! BUT THERE IS ONE WHO DOES NOT TREMBLE! WHAT FANTASTIC POWER CAN THE VULTURE HAVE WHICH MAKES HIM SO SURE HE CAN DEFEAT... SPIDER-MAN?
SCRIPT: STAN LEE
ART: STEVE DITKO
LETTERING: JOHN DUFFY

FOR DAYS, A NEW AND OMINOUS DANGER HAS MENACED THE VAST CITY OF NEW YORK! NO MAN KNOWS WHERE HE'LL STRIKE NEXT! NO ONE CAN COPE WITH THIS NEW, AWESOME THREAT! WITHOUT WARNING, WITHOUT THE SLIGHTEST SOUND, HE STRIKES!

FOR THIS IS -- THE VULTURE!
IT'S THE VULTURE! HE STOLE MY BRIEFCASE -- WITH A FORTUNE IN BONDS! HELP!!

I'VE READ ABOUT HIM--BUT NEVER EXPECTED TO SEE HIM!
I DIDN'T BELIEVE IT! I THOUGHT HE DIDN'T EXIST!
IT'S IMPOSSIBLE! IT CAN'T BE! HOW CAN HE FLY -- WITHOUT A SOUND--WITHOUT ANY EFFORT! HE'S MORE LIKE A GIGANTIC BIRD OF PREY THAN A HUMAN!

AND, IN THE EXECUTIVE SUITE OF THE POWERFUL JAMESON PUBLICATIONS, MR. J. JONAH JAMESON IS ON HIS USUAL RAMPAGE...
I WANT TO DEVOTE THE NEXT ENTIRE ISSUE OF NOW MAGAZINE TO THE VULTURE! HE'S BIG NEWS! EVERYONE WANTS TO READ ABOUT HIM!
BUT KEEP PRINTING STORIES ABOUT SPIDER-MAN ALSO! I'LL NEVER REST TILL THAT DANGEROUS MENACE IS DESTROYED!
J. JONAH JAMESON PUBLISHI
NOW MAGAZINE

IS THIS THE ONLY PHOTO WE HAVE OF THE VULTURE? WHAT'S THE MATTER WITH YOU MEN? WHAT AM I PAYING YOU FOR? THE PUBLIC WANTS TO SEE HIM!
BUT, MR. JAMESON, NOBODY CAN GET PICTURES OF HIM! HE'S GONE BEFORE ANY PHOTOGRAPHER CAN GET TO HIM! WE HAVE ONLY AN ARTIST'S DRAWING!
NO MORE EXCUSES! GET ME PICTURES OF THE VULTURE -- OR I'LL GET SOME NEW EDITORS!
NOW
MENACE

MEANWHILE, IN A NEARBY HIGH SCHOOL, PETER PARKER OVERHEARS AN INTERESTING DISCUSSION AS THE YOUNG SCIENCE MAJOR PERFORMS AN EXPERIMENT IN THE LAB...
BOY! I'D LIKE TO SEE A CLOSE-UP PHOTO OF THE VULTURE!!
A PHOTO OF THE VULTURE WOULD BE WORTH A FORTUNE! NOBODY CAN GET CLOSE ENOUGH TO HIM TO SNAP ONE!
SAY! THAT'S AN IDEA! I NEVER THOUGHT OF IT BEFORE! MAGAZINES PAY BIG MONEY FOR HARD-TO-GET PHOTOS! AND I KNOW HOW TO GET THEM!
NOW

HERE, BOOKWORM! TAKE A LOOK AT WHAT'S GOIN' ON IN THE OUTSIDE WORLD--OR CAN'T YOU READ ANYTHING BUT SCIENTIFIC FORMULAS?
VER-RY FUNNY, MOOSE! AT LEAST MY BRAIN ISN'T MUSCLE-BOUND, LIKE THAT FAT HEAD OF YOURS!
HE'D BE GRINNING OUT OF THE OTHER SIDE OF HIS MOUTH IF HE EVER SUSPECTED TIMID PETER PARKER IS SPIDER-MAN!
NOW

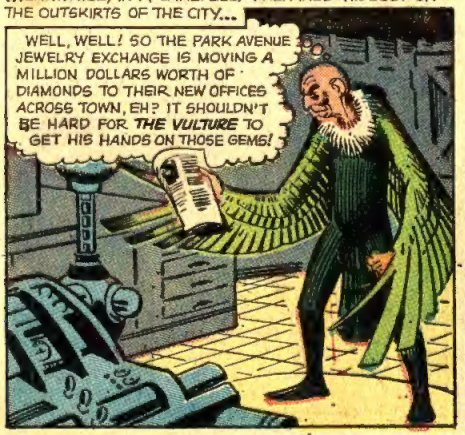
NOW WHERE WAS I? OH, YEAH! I'LL BET SPIDER-MAN COULD GET CLOSE ENOUGH TO THE VULTURE TO TAKE SOME PICTURES THAT WOULD PAY OFF! I CAN USE THE DOUGH!
PARKER!! I DON'T EXPECT YOU TO IGNORE A DELICATE EXPERIMENT RIGHT IN THE MIDDLE WHILE YOU POUR THROUGH A LURID PICTURE MAGAZINE! PARKER! PAY ATTENTION!
NOW

AS SOON AS SCHOOL ENDS, THE EXCITED TEEN-AGER RUSHES HOME TO HIS AUNT MAY AND IS DELIGHTED TO LEARN...

HERE, PETER DEAR! THIS MINIATURE CAMERA WAS YOUR UNCLE BEN'S! I'M SURE HE'D HAVE WANTED YOU TO HAVE IT!
THANKS, AUNT MAY! THIS LITTLE GADGET IS GOING TO BE A GREAT HELP WHEN IT COMES TO PAYING OUR BILLS!

AND THEN, IN THE PRIVACY OF HIS ROOM, PETER PARKER CHANGES INTO THE MOST DRAMATIC COSTUMED FIGURE OF ALL--THAT OF SPIDER-MAN!...

MEANWHILE, IN A CAREFULLY-PREPARED HIDEOUT ON THE OUTSKIRTS OF THE CITY...


WELL, WELL! SO THE PARK AVENUE JEWELRY EXCHANGE IS MOVING A MILLION DOLLARS WORTH OF DIAMONDS TO THEIR NEW OFFICES ACROSS TOWN, EH? IT SHOULDN'T BE HARD FOR THE VULTURE TO GET HIS HANDS ON THOSE GEMS!

THEY'LL PROBABLY BE EXPECTING ME TO TRY SOMETHING, BUT I'LL GET THOSE GEMS IN A WAY THAT NO ONE WOULD EVER SUSPECT! EVEN SPIDER-MAN WOULDN'T HAVE A CHANCE OF STOPPING ME!

AFTER MAKING CERTAIN HE IS NOT OBSERVED, ***THE VULTURE*** DARTS FROM HIS HIDING PLACE ATOP AN ABANDONED SILO IN STATEN ISLAND, JUST A FEW SECONDS FROM THE HEART OF MANHATTEN...

NOW FOR THE FIRST PART OF MY INGENIOUS PLAN!

SECONDS LATER, ATOP AN APARTMENT HOUSE WHERE HE HAD BEEN CHECKING HIS CAMERA, ***SPIDER-MAN'S*** AMAZING SPIDER SENSES PICK UP A STRANGE SENSATION...

SOMETHING COMING THROUGH THE AIR--BUT MAKING NO SOUND!... CAN'T BE A PLANE...

NOT NOTICING THE POWERFUL FIGURE ON THE ROOF TOP, ***THE VULTURE*** SWEEPS PAST...

THEY'LL ***NEVER*** FIGURE OUT HOW I'M GOING TO STEAL THOSE DIAMONDS!

I'VE GOT EVERYONE COMPLETELY BAFFLED! NO ONE HAS YET DISCOVERED HOW I MANAGE TO ***FLY*** WITH THESE ARTIFICIAL WINGS!

WHAT LUCK!.. IT'S ***THE VULTURE!***

I'LL TOSS SOME MESSAGES WHERE THEY'LL DO THE MOST GOOD!

THE FIRST ONE IS FOR THE ***JAMESON PUBLISHING COMPANY*** BUILDING!

J.J.

MY NEXT MESSAGE IS FOR THE RADIO NETWORK! NOTHING I LIKE BETTER THAN TAUNTING MY ENEMIES!

C RADIO

AND, FINALLY, ONE FOR THE POLICE CHIEF HIMSELF! I'LL BE GONE BEFORE THEY HAVE A CHANCE TO READ THEM!

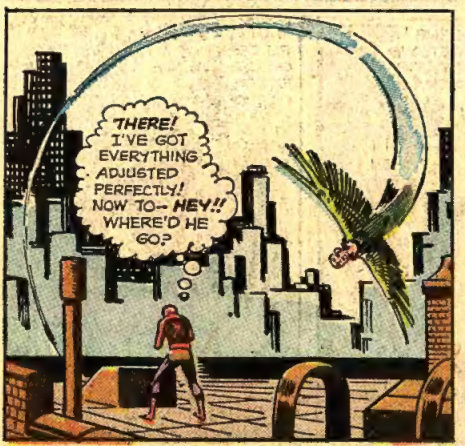
THE VULTURE HAS NEVER FAILED TO CARRY OUT A THREAT YET!

BUT WE ***MUST*** GO AHEAD WITH THE TRANSFER OF THE DIAMONDS! WE CAN'T LET THE CITY THINK THAT ONE CRIMINAL CAN MAKE US CHANGE OUR PLANS!

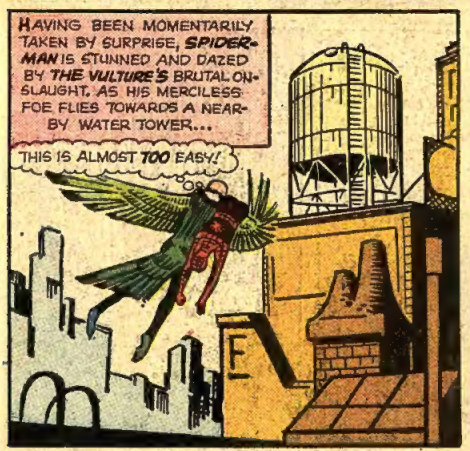
I SHALL STEAL THE DIAMOND SHIPMENT FROM UNDER YOUR NOSES! *The Vulture*

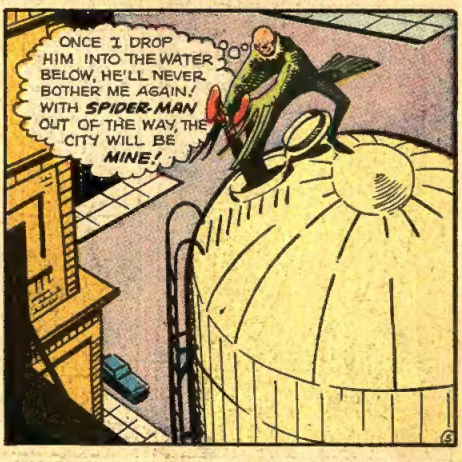
I DID IT! NOW THAT I'VE WARNED THEM, MY TRIUMPH SHALL BE EVEN GREATER AFTER I'VE SEIZED THE GEM!
IF THESE PHOTOS OF THE VULTURE COME OUT ALL RIGHT, THEY SHOULD BE WORTH A SMALL FORTUNE!

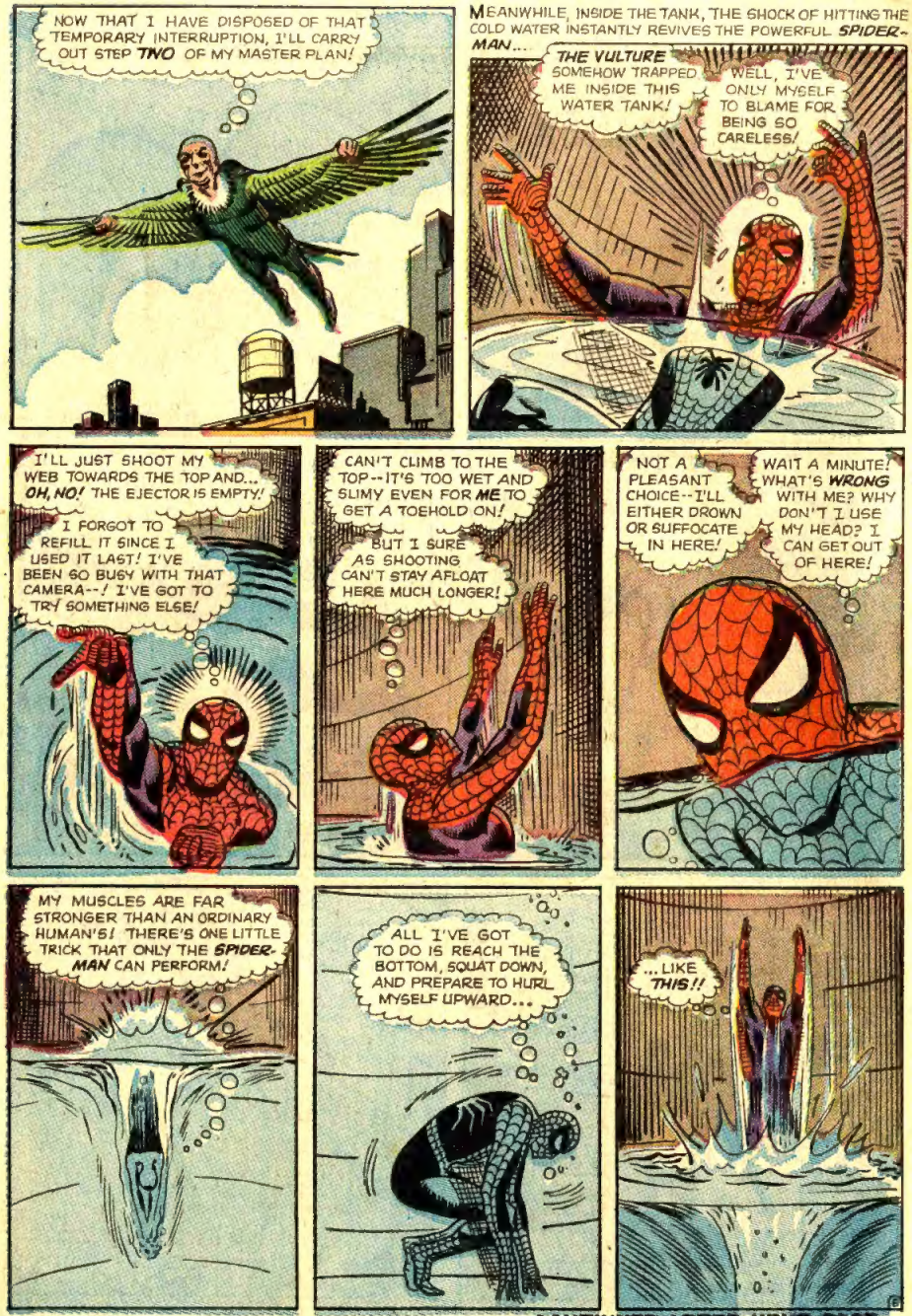
BUT IN HIS EAGERNESS TO GET A CLOSE-UP PICTURE OF THE VULTURE, SPIDER-MAN CARELESSLY KICKS A LOOSE BRICK...
THAT SOUND! THERE'S SOMEONE ON THE ROOF BEHIND ME! I'VE GOT TO MOVE--FAST! AS ONLY A VULTURE CAN!


THERE! I'VE GOT EVERYTHING ADJUSTED PERFECTLY! NOW TO-- HEY!! WHERE'D HE GO?

WELL, WELL! SO SPIDER-MAN HIMSELF IS ON MY TRAIL! GOOD!! IT WILL BE AMUSING TO FINALLY FACE A FOE WORTHY OF MY METTLE!
UGH!


HAVING BEEN MOMENTARILY TAKEN BY SURPRISE, SPIDER-MAN IS STUNNED AND DAZED BY THE VULTURE'S BRUTAL ONSLAUGHT, AS HIS MERCILESS FOE FLIES TOWARDS A NEARBY WATER TOWER...
THIS IS ALMOST TOO EASY!


ONCE I DROP HIM INTO THE WATER BELOW, HE'LL NEVER BOTHER ME AGAIN! WITH SPIDER-MAN OUT OF THE WAY, THE CITY WILL BE MINE!


NOW THAT I HAVE DISPOSED OF THAT TEMPORARY INTERRUPTION, I'LL CARRY OUT STEP TWO OF MY MASTER PLAN!
MEANWHILE, INSIDE THE TANK, THE SHOCK OF HITTING THE COLD WATER INSTANTLY REVIVES THE POWERFUL SPIDER-MAN...
THE VULTURE SOMEHOW TRAPPED ME INSIDE THIS WATER TANK!
WELL, I'VE ONLY MYSELF TO BLAME FOR BEING SO CARELESS!
I'LL JUST SHOOT MY WEB TOWARDS THE TOP AND... OH, NO! THE EJECTOR IS EMPTY!
I FORGOT TO REFILL IT SINCE I USED IT LAST! I'VE BEEN SO BUSY WITH THAT CAMERA--! I'VE GOT TO TRY SOMETHING ELSE!
CAN'T CLIMB TO THE TOP--IT'S TOO WET AND SLIMY EVEN FOR ME TO GET A TOEHOLD ON!
BUT I SURE AS SHOOTING CAN'T STAY AFLOAT HERE MUCH LONGER!
NOT A PLEASANT CHOICE--I'LL EITHER DROWN OR SUFFOCATE IN HERE!
WAIT A MINUTE! WHAT'S WRONG WITH ME? WHY DON'T I USE MY HEAD? I CAN GET OUT OF HERE!
MY MUSCLES ARE FAR STRONGER THAN AN ORDINARY HUMAN'S! THERE'S ONE LITTLE TRICK THAT ONLY THE SPIDER-MAN CAN PERFORM!
ALL I'VE GOT TO DO IS REACH THE BOTTOM, SQUAT DOWN, AND PREPARE TO HURL MYSELF UPWARD...
...LIKE THIS!!

CONTINUED AFTER NEXT PAGE...

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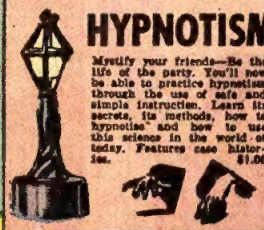

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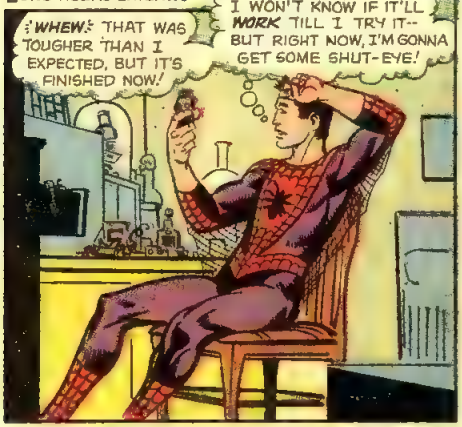
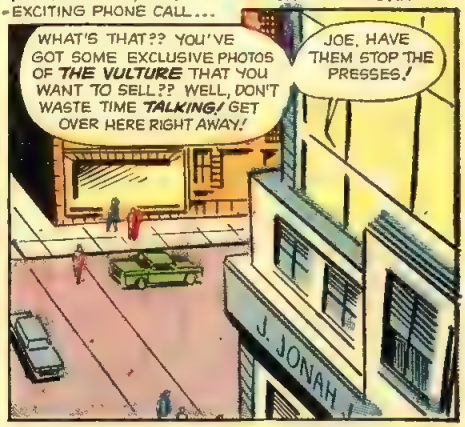
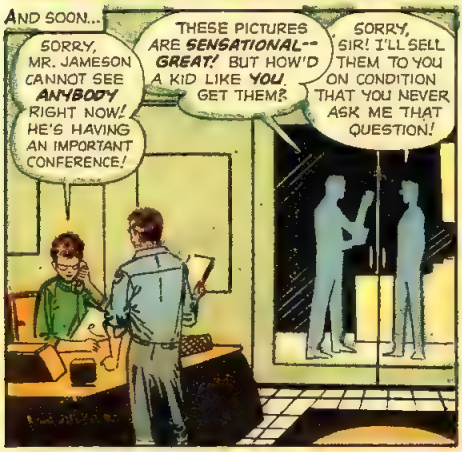
- ☐ Conversation Made Easy $1.00
- ☐ The Key To Space Travel $1.00

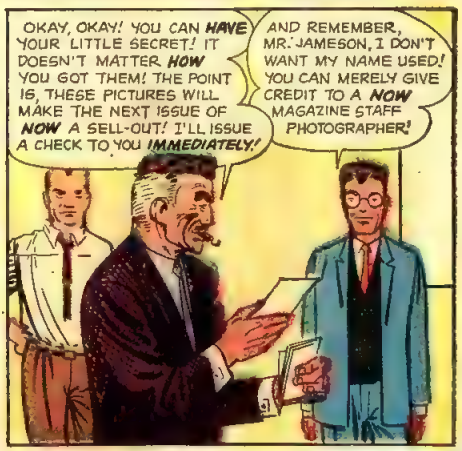
NAME .....
(please print)
ADDRESS .....
CITY ..... ZONE.... STATE.....

DID IT!!
I MAY NOT BE ABLE TO FLY LIKE THE VULTURE-- BUT MY SPIDER STRENGTH HASN'T LET ME DOWN YET!
MY LUCK'S STILL HOLDING OUT-- HERE'S MY CAMERA!
SURE IS UNBELIEVABLE HOW THE VULTURE MANAGES TO FLY SO SWIFTLY! I'D SURE LIKE TO FIGURE OUT HOW HE DOES IT!
LATER, IN HIS ROOM AGAIN...
THE PICTURES CAME OUT FINE! NOW, WHOM DO I SELL THEM TO? JONAH JAMESON, THE PUBLISHER OF NOW MAGAZINE HATES SPIDER-MAN! I'D GET A KICK OUT OF MAKING HIM PAY GOOD DOUGH FOR MY PICTURES WITHOUT KNOWING I'M THE PHOTOGRAPHER!
NOW
SPIDER-MAN MUST BE CAUGHT!
NOW
ORIGINALLY, I DESIGNED MY SPIDER-MAN COSTUME JUST TO GIVE ME SOME COLOR, SO THAT I COULD MAKE MONEY AS AN ENTERTAINER! BUT, IF...
... I'M REALLY GOING TO BE A SECRET ADVENTURER, I'VE GOT TO MAKE SOME CHANGES! FIRST, I'LL ADD AN EXTRA WEB-FLUID CAPSULE, SO I ALWAYS HAVE ENOUGH SPIDER-WEBBING ON HAND!
I'LL FASHION SMALL CONTAINERS IN MY BELT TO HOLD ADDITIONAL WEB-FLUID CARTRIDGES!
THEN, WHEN I GET PAID FOR MY PICTURES, I'LL BUY A SPECIAL MINIATURE CAMERA TO SECRETLY ATTACH TO THE BELT BUCKLE!
THERE! THE WHOLE CONTRAPTION FITS UNDER MY SHIRT, WHERE IT'S OUT OF SIGHT, AND DOESN'T INTERFERE WITH MY MOVEMENTS!
AND NOW, I'VE GOT A HUNCH I KNOW THE SECRET OF THE VULTURE'S POWER OF FLIGHT! I'LL JUST WORK ON A LITTLE DEVICE WHICH MAY COME IN HANDY NEXT TIME WE MEET!


LONG HOURS LATER...
WHEW! THAT WAS TOUGHER THAN I EXPECTED, BUT IT'S FINISHED NOW!
I WON'T KNOW IF IT'LL WORK TILL I TRY IT-- BUT RIGHT NOW, I'M GONNA GET SOME SHUT-EYE!

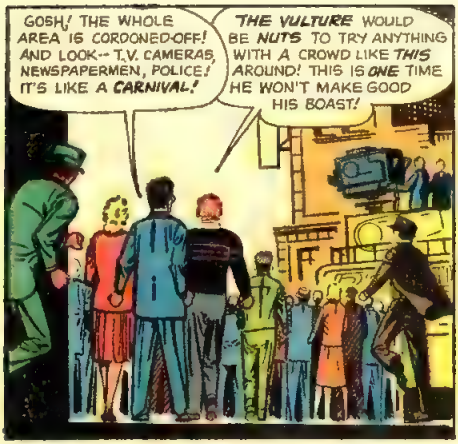

THE NEXT DAY, J. JONAH JAMESON RECEIVES AN EXCITING PHONE CALL...
WHAT'S THAT?? YOU'VE GOT SOME EXCLUSIVE PHOTOS OF THE VULTURE THAT YOU WANT TO SELL?? WELL, DON'T WASTE TIME TALKING! GET OVER HERE RIGHT AWAY!
JOE, HAVE THEM STOP THE PRESSES!
J. JONAH

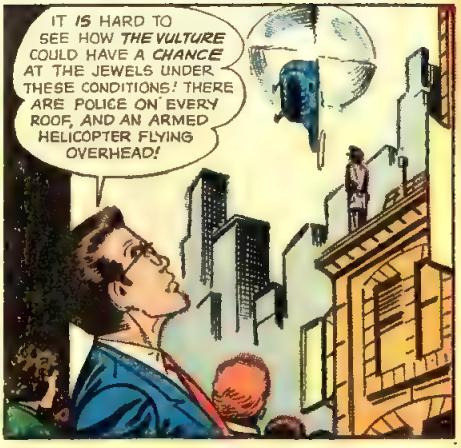

AND SOON...
SORRY, MR. JAMESON CANNOT SEE ANYBODY RIGHT NOW! HE'S HAVING AN IMPORTANT CONFERENCE!
THESE PICTURES ARE SENSATIONAL-- GREAT! BUT HOW'D A KID LIKE YOU GET THEM?
SORRY, SIR! I'LL SELL THEM TO YOU ON CONDITION THAT YOU NEVER ASK ME THAT QUESTION!


OKAY, OKAY! YOU CAN HAVE YOUR LITTLE SECRET! IT DOESN'T MATTER HOW YOU GOT THEM! THE POINT IS, THESE PICTURES WILL MAKE THE NEXT ISSUE OF NOW A SELL-OUT! I'LL ISSUE A CHECK TO YOU IMMEDIATELY!
AND REMEMBER, MR. JAMESON, I DON'T WANT MY NAME USED! YOU CAN MERELY GIVE CREDIT TO A NOW MAGAZINE STAFF PHOTOGRAPHER!

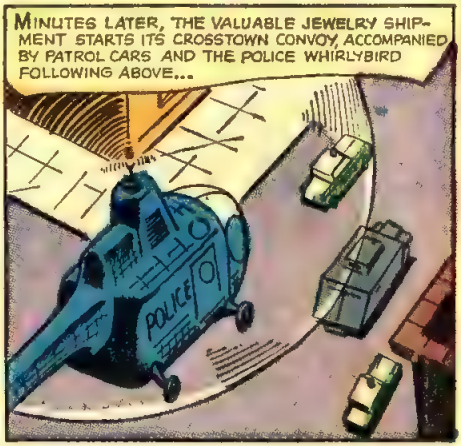
SURE, MY BOY, SURE! AND IF YOU GET ANY MORE GREAT PICTURES, REMEMBER TO GIVE ME FIRST CRACK AT THEM! WE'RE ALWAYS IN THE MARKET FOR SENSATIONAL PHOTOS! IN FACT...
... IF YOU CAN EVER GET A PICTURE OF THAT PUBLIC MENACE, SPIDER-MAN--
BROTHER, WOULDN'T YOU BE SURPRISED IF YOU KNEW!

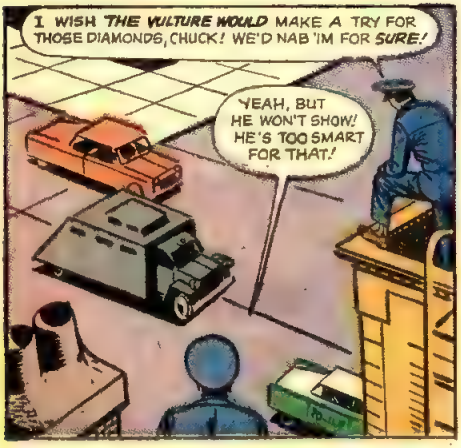
THE NEXT DAY, AS SCHOOL LETS OUT...
C'MON, PETER! WE'RE ALL GOING TO WATCH THEM MOVE THE DIAMONDS FROM THE PARK AVENUE JEWELRY EXCHANGE! WE'RE HOPING TO GET A GLIMPSE OF THE VULTURE!
YOU DON'T REALLY THINK THE VULTURE WOULD DARE TRY ANYTHING WITH ALL THE POLICE THERE, DO YOU?
DON'T BE SCARED, BOOKWORM-- WE'LL PROTECT YOU!

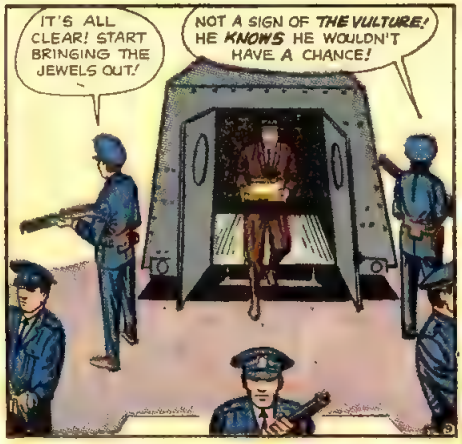

GOSH! THE WHOLE AREA IS CORDONED-OFF! AND LOOK-- T.V. CAMERAS, NEWSPAPERMEN, POLICE! IT'S LIKE A CARNIVAL!
THE VULTURE WOULD BE NUTS TO TRY ANYTHING WITH A CROWD LIKE THIS AROUND! THIS IS ONE TIME HE WON'T MAKE GOOD HIS BOAST!

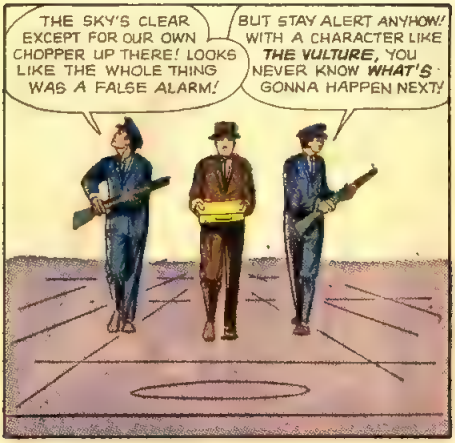

IT IS HARD TO SEE HOW THE VULTURE COULD HAVE A CHANCE AT THE JEWELS UNDER THESE CONDITIONS! THERE ARE POLICE ON EVERY ROOF, AND AN ARMED HELICOPTER FLYING OVERHEAD!

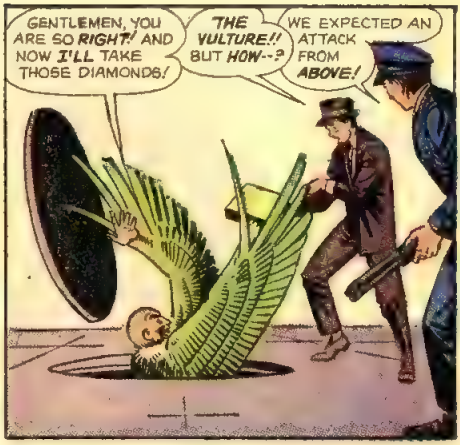
I'D BETTER MAKE MYSELF SCARCE! IF I HAVE TO CHANGE TO SPIDER-MAN, I WON'T BE ABLE TO DO IT IN THE MIDDLE OF THIS MOB!
LOOK, GANG! LITTLE PETEY IS CHICKENING OUT! GUESS THE EXCITEMENT IS TOO MUCH FOR HIS DELICATE LITTLE SELF!


MINUTES LATER, THE VALUABLE JEWELRY SHIPMENT STARTS ITS CROSSTOWN CONVOY, ACCOMPANIED BY PATROL CARS AND THE POLICE WHIRLYBIRD FOLLOWING ABOVE...
POLICE

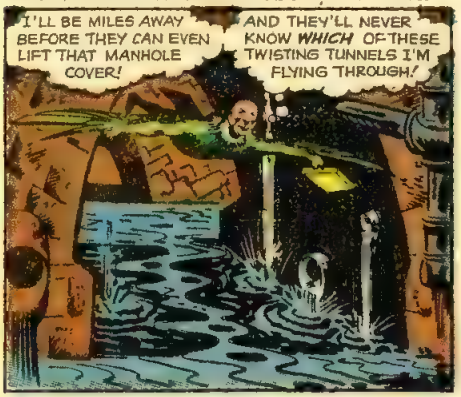

I WISH THE VULTURE WOULD MAKE A TRY FOR THOSE DIAMONDS, CHUCK! WE'D NAB 'IM FOR SURE!
YEAH, BUT HE WON'T SHOW! HE'S TOO SMART FOR THAT!


IT'S ALL CLEAR! START BRINGING THE JEWELS OUT!
NOT A SIGN OF THE VULTURE! HE KNOWS HE WOULDN'T HAVE A CHANCE!

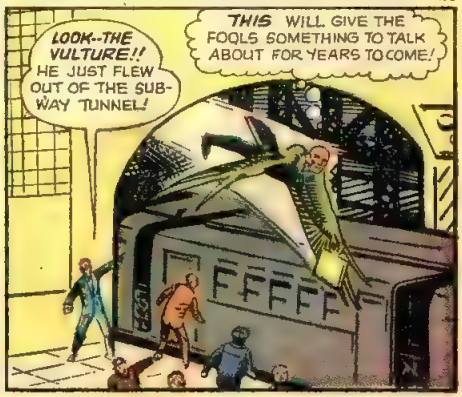

THE SKY'S CLEAR EXCEPT FOR OUR OWN CHOPPER UP THERE! LOOKS LIKE THE WHOLE THING WAS A FALSE ALARM!
BUT STAY ALERT ANYHOW! WITH A CHARACTER LIKE THE VULTURE, YOU NEVER KNOW WHAT'S GONNA HAPPEN NEXT!

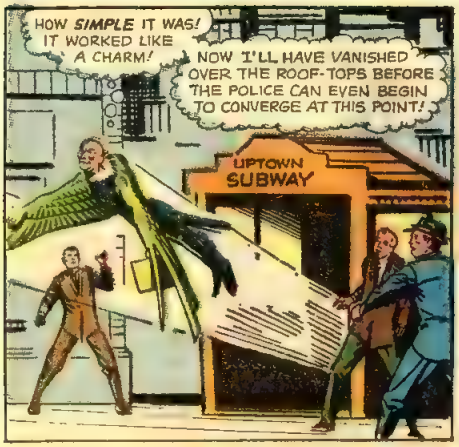


BEFORE THE STARTLED OFFICERS CAN FIRE, THE WILY VULTURE PLUMMETS BACK UNDERGROUND, DROPPING THE MANHOLE COVER INTO PLACE ABOVE HIM! THEN...


I'LL BE MILES AWAY BEFORE THEY CAN EVEN LIFT THAT MANHOLE COVER!
AND THEY'LL NEVER KNOW WHICH OF THESE TWISTING TUNNELS I'M FLYING THROUGH!

A SHORT TIME LATER, AT THE OTHER END OF TOWN, A TRIUMPHANT VULTURE DECIDES TO LEAVE HIS UNDERGROUND LAIR AS DRAMATICALLY AS POSSIBLE...


LOOK--THE VULTURE!! HE JUST FLEW OUT OF THE SUB-WAY TUNNEL!
THIS WILL GIVE THE FOOLS SOMETHING TO TALK ABOUT FOR YEARS TO COME!
FFFFF


HOW SIMPLE IT WAS! IT WORKED LIKE A CHARM!
NOW I'LL HAVE VANISHED OVER THE ROOF-TOPS BEFORE THE POLICE CAN EVEN BEGIN TO CONVERGE AT THIS POINT!
UPTOWN SUBWAY

MEANWHILE, LEARNING WHAT HAS OCCURRED, PETER PARKER MANAGES TO FIND A DESERTED ALLEY, AND THEN, MOVING WITH BLINDING SPEED...

HE DID IT! HE FOOLED EVERYONE--EVEN ME! BUT I'LL FIND HIM! IF I CAN GET SOME NEW PICTURES OF HIM NOW, I'LL BE ABLE TO NAME MY OWN PRICE FOR THEM!
10

THE THING I LIKE BEST ABOUT BEING THE SPIDER-MAN IS SCALING THESE SHEER WALLS! I DON'T THINK I'LL EVER STOP GETTING A CHARGE OUT OF IT!
NOW, IF THE VULTURE IS ANY-WHERE IN THE AREA, MY SPIDER SENSES WILL DETECT HIM! AHH--I'M BEGINNING TO GET A TINGLE NOW!
WHAT A BREAK! THERE HE IS NOW! IT'LL BE A CINCH FOR ME TO FOLLOW HIM, USING MY WEB TO SWING FROM BUILDING TO BUILDING!
BUT, AS LUCK WOULD HAVE IT, THE VULTURE CHOOSES TO LOOK BEHIND HIM AT THAT VERY SECOND, AND...
BETTER CHECK TO SEE IF ANY POLICE HELICOPTERS ARE--WHAT THE--! IT'S SPIDER-MAN! HE'S FREE! AND HE'S FOLLOWING ME!
HE'S TOO DANGEROUS! I'VE GOT TO GET RID OF HIM FOR GOOD!
FIRST, I'LL EXECUTE A FAST LOOP-THE-LOOP, WHICH WILL PUT ME BE-HIND HIM!
HOLY SMOKE-- WHERE'D HE GO?!? HE COULDN'T HAVE FLOWN AWAY SO FAST!

CONTINUED AFTER NEXT PAGE...

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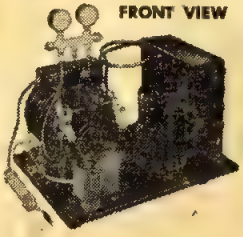
Move up to a better job, higher pay, steady work. Install and repair air conditioners and refrigerators in homes, office buildings, shopping centers, factories, autos. Air conditioning is one of America's two fastest-growing industries. Over 150 million units are in use, and nearly 8 million units more are produced annually. It's an uncrowded field for mechanics and technicians. There are more jobs and fewer qualified applicants. Industry leaders report that *20,000 men must be trained each year* to fill new job openings. Train yourself at home for higher income, more security. It's easy, it's fast when you enroll with CTI. For complete information, *fill out and mail coupon below, for three valuable free booklets.* No obligation.

25 KITS—20 SHOP PROJECTS

Illustrated above is a view of the new CTI condensing unit, fully assembled. This is a commercial-type, heavy-duty, ¼ h.p. unit. You build it from 25 kits of parts (and with tools) that CTI sends without extra cost. In addition, CTI includes 20 Shop Projects, which simulate the kind of problems you are likely to encounter in the field. After assembling your condenser, you may then build an air conditioner, freezer, refrigerator or milk cooler.

Tools Are Included

You receive wrenches, tube flaring tools, hammer, tubing, fittings, gauges and many other items used by the experienced mechanic. Everything is of professional quality. Best of all, CTI trains you to use tools with speed and skill.



You learn by practicing with operating equipment

Thousands once learned this rewarding craft just by completing home study lessons. But CTI goes a step farther—and an important step it is! CTI also sends you 25 kits of tools and parts. You build these parts into an operating unit. It's a practical method because *you get experience as you train.*

Go in Business

Because air conditioning and refrigeration is expanding so rapidly all over the nation, opportunities to go in business are plentiful. Many CTI graduates have accomplished this high aim. Start in a small way, from your own home, and gradually expand. In time you may wish to add a sales division. Manufacturers offer attractive franchises, including merchandising aids, to ambitious, qualified men.

Earn Cash in Spare Time

Soon after enrolling, many CTI students earn money in spare time. Some handle servicing on a monthly fee basis for food stores, restaurants, taverns and office buildings. Many work part time at local dealers. Quite a number of CTI students have a full-time business going by the time they graduate. CTI kit training gives you the practice and experience you need to step from lesson study to actual field work.

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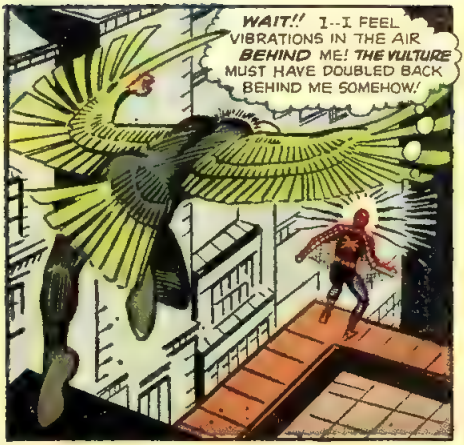
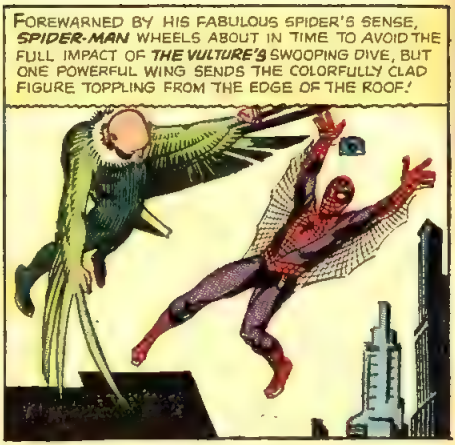
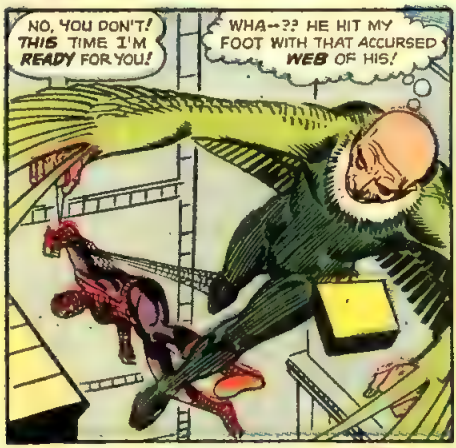
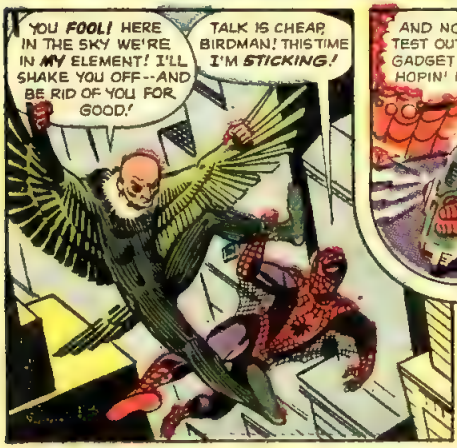
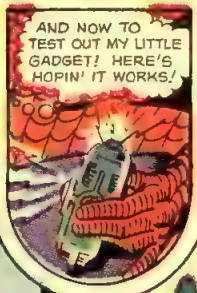

WAIT!! I--I FEEL VIBRATIONS IN THE AIR BEHIND ME! THE VULTURE MUST HAVE DOUBLED BACK BEHIND ME SOMEHOW!

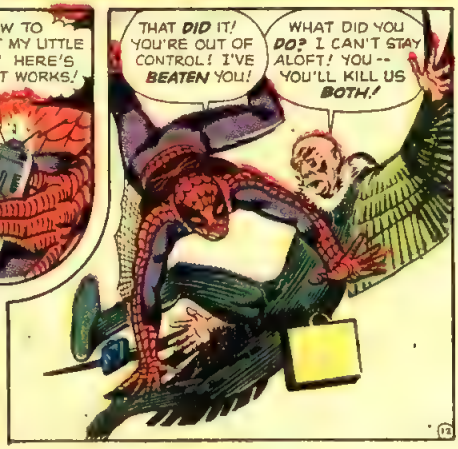

FOREWARNED BY HIS FABULOUS SPIDER'S SENSE, SPIDER-MAN WHEELS ABOUT IN TIME TO AVOID THE FULL IMPACT OF THE VULTURE'S SWOOPING DIVE, BUT ONE POWERFUL WING SENDS THE COLORFULLY CLAD FIGURE TOPPLING FROM THE EDGE OF THE ROOF!

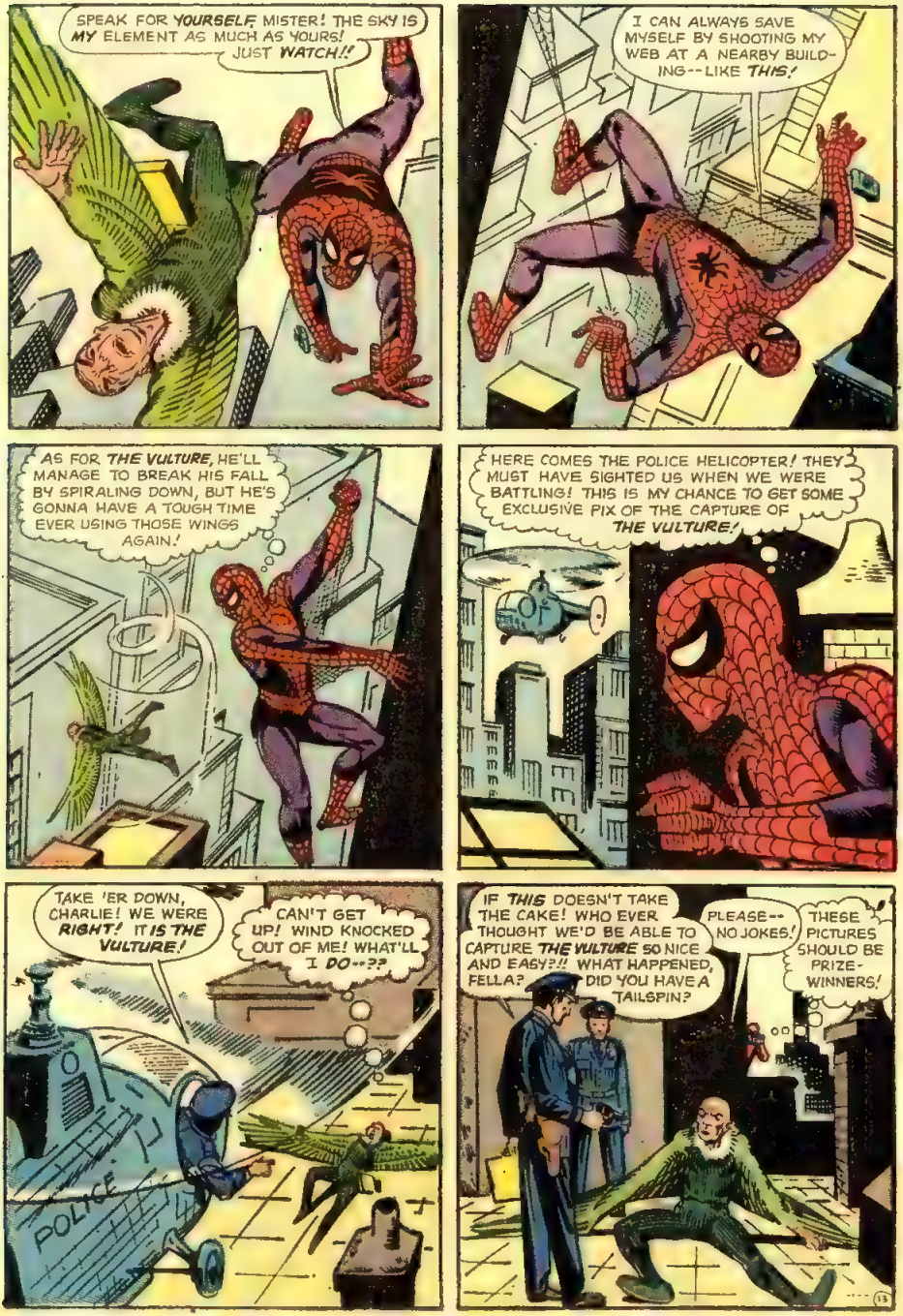

NO, YOU DON'T! THIS TIME I'M READY FOR YOU!
WHA--?? HE HIT MY FOOT WITH THAT ACCURSED WEB OF HIS!

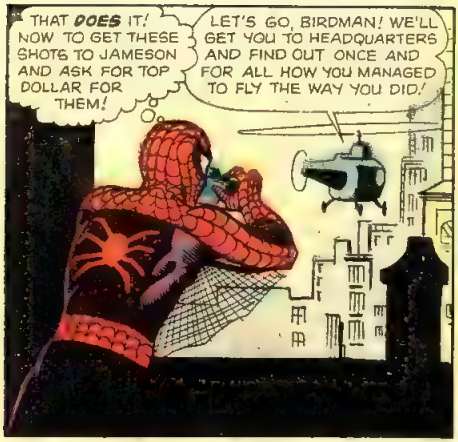
PULLING HIMSELF UP HAND OVER HAND, THE MIGHTY SPIDER-MAN MANAGES TO GET WITHIN GRABBING DISTANCE OF THE VULTURE'S ANKLE, AND THEN...
GOT YOU!

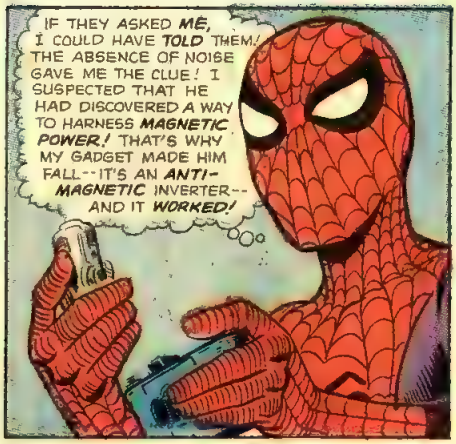

YOU FOOL! HERE IN THE SKY WE'RE IN MY ELEMENT! I'LL SHAKE YOU OFF--AND BE RID OF YOU FOR GOOD!
TALK IS CHEAP, BIRDMAN! THIS TIME I'M STICKING!


AND NOW TO TEST OUT MY LITTLE GADGET! HERE'S HOPIN' IT WORKS!

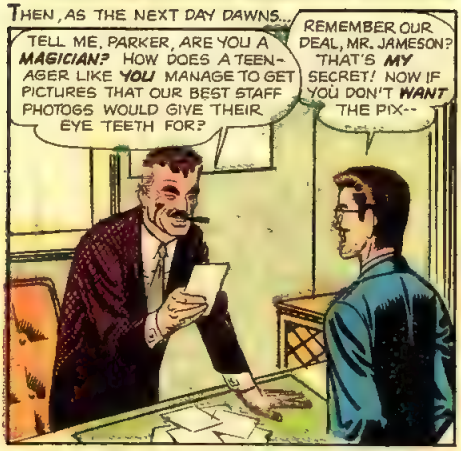

THAT DID IT! YOU'RE OUT OF CONTROL! I'VE BEATEN YOU!
WHAT DID YOU DO? I CAN'T STAY ALOFT! YOU-- YOU'LL KILL US BOTH!


SPEAK FOR YOURSELF, MISTER! THE SKY IS MY ELEMENT AS MUCH AS YOURS! JUST WATCH!!
I CAN ALWAYS SAVE MYSELF BY SHOOTING MY WEB AT A NEARBY BUILDING--LIKE THIS!
AS FOR THE VULTURE, HE'LL MANAGE TO BREAK HIS FALL BY SPIRALING DOWN, BUT HE'S GONNA HAVE A TOUGH TIME EVER USING THOSE WINGS AGAIN!
HERE COMES THE POLICE HELICOPTER! THEY MUST HAVE SIGHTED US WHEN WE WERE BATTLING! THIS IS MY CHANCE TO GET SOME EXCLUSIVE PIX OF THE CAPTURE OF THE VULTURE!
TAKE 'ER DOWN, CHARLIE! WE WERE RIGHT! IT IS THE VULTURE!
CAN'T GET UP! WIND KNOCKED OUT OF ME! WHAT'LL I DO--??
POLICE
IF THIS DOESN'T TAKE THE CAKE! WHO EVER THOUGHT WE'D BE ABLE TO CAPTURE THE VULTURE SO NICE AND EASY?!! WHAT HAPPENED, FELLA? DID YOU HAVE A TAILSPIN?
PLEASE--NO JOKES!
THESE PICTURES SHOULD BE PRIZE-WINNERS!
15


THAT DOES IT! NOW TO GET THESE SHOTS TO JAMESON AND ASK FOR TOP DOLLAR FOR THEM!
LET'S GO, BIRDMAN! WE'LL GET YOU TO HEADQUARTERS AND FIND OUT ONCE AND FOR ALL HOW YOU MANAGED TO FLY THE WAY YOU DID!

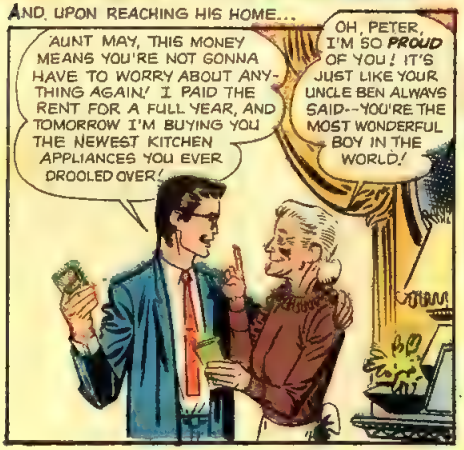

IF THEY ASKED ME, I COULD HAVE TOLD THEM! THE ABSENCE OF NOISE GAVE ME THE CLUE! I SUSPECTED THAT HE HAD DISCOVERED A WAY TO HARNESS MAGNETIC POWER! THAT'S WHY MY GADGET MADE HIM FALL--IT'S AN ANTI-MAGNETIC INVERTER--AND IT WORKED!

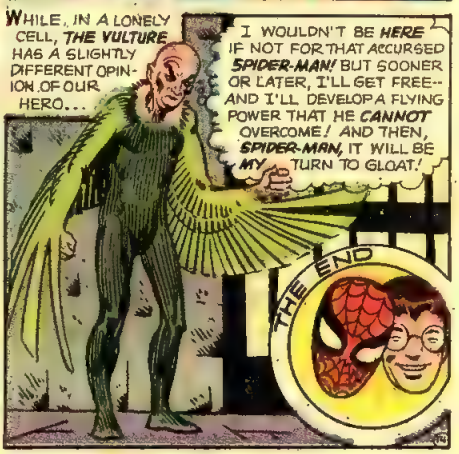
THEN, AS THE NEXT DAY DAWNS...


TELL ME, PARKER, ARE YOU A MAGICIAN? HOW DOES A TEEN-AGER LIKE YOU MANAGE TO GET PICTURES THAT OUR BEST STAFF PHOTOGS WOULD GIVE THEIR EYE TEETH FOR?
REMEMBER OUR DEAL, MR. JAMESON? THAT'S MY SECRET! NOW IF YOU DON'T WANT THE PIX--

ARE YOU OUT OF YOUR MIND?! WITH PICTURES LIKE THESE, I CAN ALMOST STAND LIVING IN THE CITY WITH SPIDER-MAN! TAKE A BONUS AND GO OUT AND BUY YOURSELF SOME TWIST RECORDS!
HE THINKS I'M JUST A TYPICAL TEEN-AGE KID! GOOD! THAT'S THE WAY I LIKE IT! AND THIS WAD OF BILLS HE PAID ME IS WHAT I LIKE ALSO!

AND, UPON REACHING HIS HOME...


AUNT MAY, THIS MONEY MEANS YOU'RE NOT GONNA HAVE TO WORRY ABOUT ANYTHING AGAIN! I PAID THE RENT FOR A FULL YEAR, AND TOMORROW I'M BUYING YOU THE NEWEST KITCHEN APPLIANCES YOU EVER DROOLED OVER!
OH, PETER, I'M SO PROUD OF YOU! IT'S JUST LIKE YOUR UNCLE BEN ALWAYS SAID--YOU'RE THE MOST WONDERFUL BOY IN THE WORLD!


WHILE, IN A LONELY CELL, THE VULTURE HAS A SLIGHTLY DIFFERENT OPINION OF OUR HERO...
I WOULDN'T BE HERE IF NOT FOR THAT ACCURSED SPIDER-MAN! BUT SOONER OR LATER, I'LL GET FREE--AND I'LL DEVELOP A FLYING POWER THAT HE CANNOT OVERCOME! AND THEN, SPIDER-MAN, IT WILL BE MY TURN TO GLOAT!
THE END

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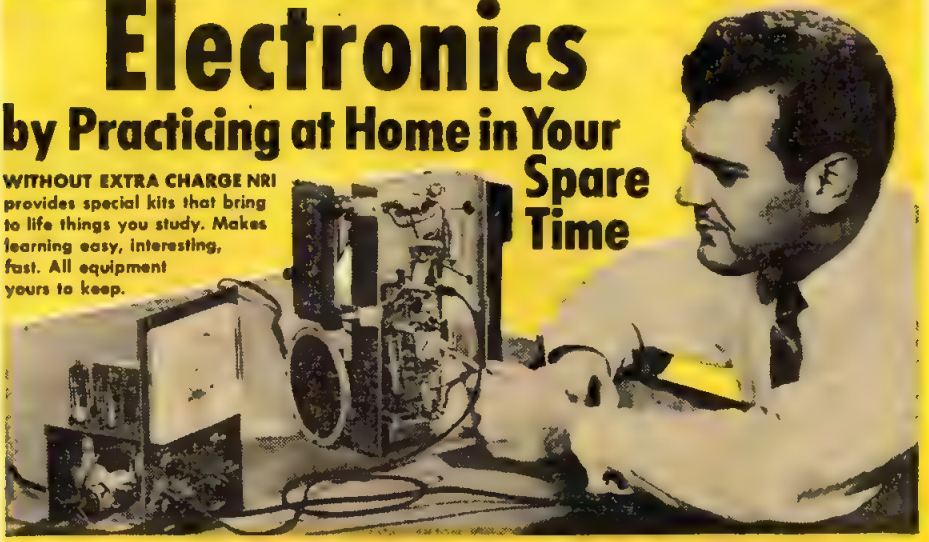

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Before enrolling I could hardly make ends meet. Now I have my own business, the best instruments, and a service truck. JULIUS HILLENBRAND, Brooklyn, N.Y.

After graduating I was a shipboard radio operator. Now I am chief engineer at Station WARA. NRI was a wonderful foundation. RAYMOND D. ARNOLD, Attleboro, Mass.

Thanks to NRI I am in a top position with the Federal Aviation Agency, in the Navaids Electronic Section. JOE DUCKWORTH, Fort Worth, Texas.

Four months after starting your course I left my job in a hardware store to work at Raytheon Manufacturing. Now I am an engineering assistant in Microwave Power Tube Research and Development Laboratory. LEONARD BLOOM, Newton Centre, Mass.

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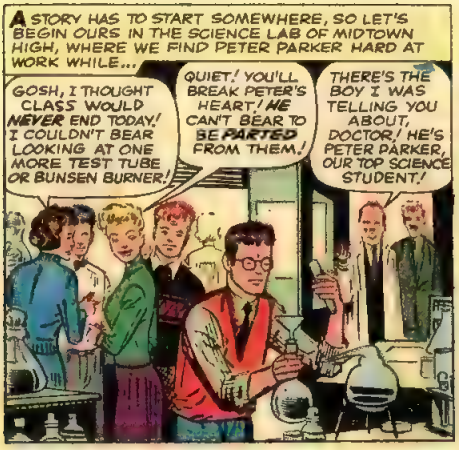
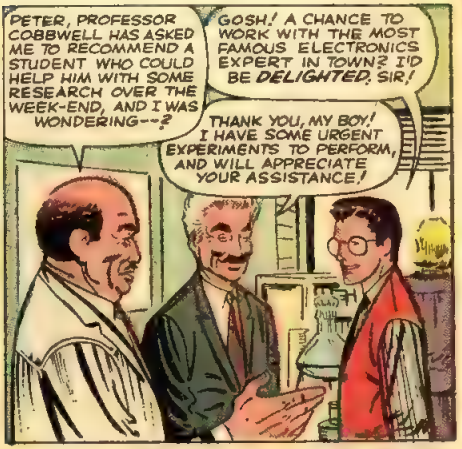
"the UNCANNY THREAT of THE TERRIBLE TINKERER!"

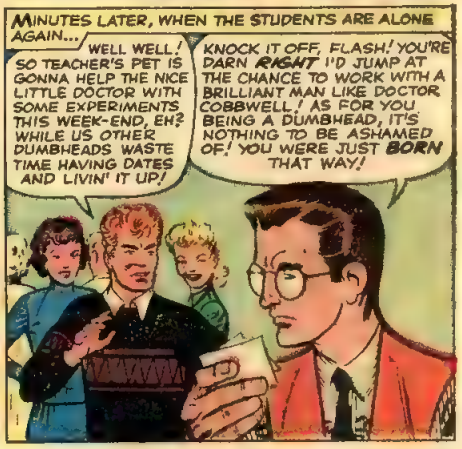
EVERYBODY LOVES A BARGAIN! BUT SOMETIMES IT CAN BE DANGEROUS TO ACCEPT A BARGAIN WHICH IS TOO GOOD TO BE TRUE! ESPECIALLY IF THE BARGAIN IS BEING OFFERED BY SOMEONE LIKE THE TINKERER, WHO--BUT WAIT! LET'S SEE HOW IT ALL BEGAN--AND HOW IT TOOK SPIDER-MAN TO FINISH IT!

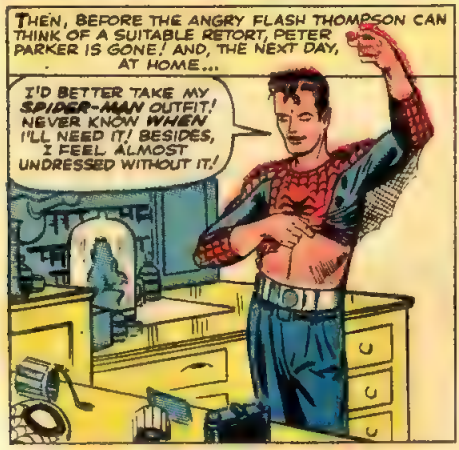
STORY: STAN LEE
ART: STEVE DITKO
LETTERING: ART SIMEK

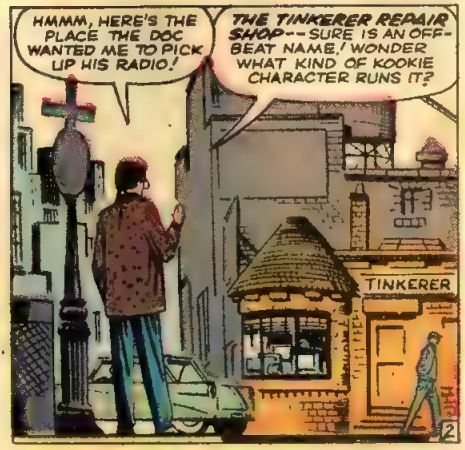

A STORY HAS TO START SOMEWHERE, SO LET'S BEGIN OURS IN THE SCIENCE LAB OF MIDTOWN HIGH, WHERE WE FIND PETER PARKER HARD AT WORK WHILE...
GOSH, I THOUGHT CLASS WOULD NEVER END TODAY! I COULDN'T BEAR LOOKING AT ONE MORE TEST TUBE OR BUNSEN BURNER!
QUIET! YOU'LL BREAK PETER'S HEART! HE CAN'T BEAR TO BE PARTED FROM THEM!
THERE'S THE BOY I WAS TELLING YOU ABOUT, DOCTOR! HE'S PETER PARKER, OUR TOP SCIENCE STUDENT!

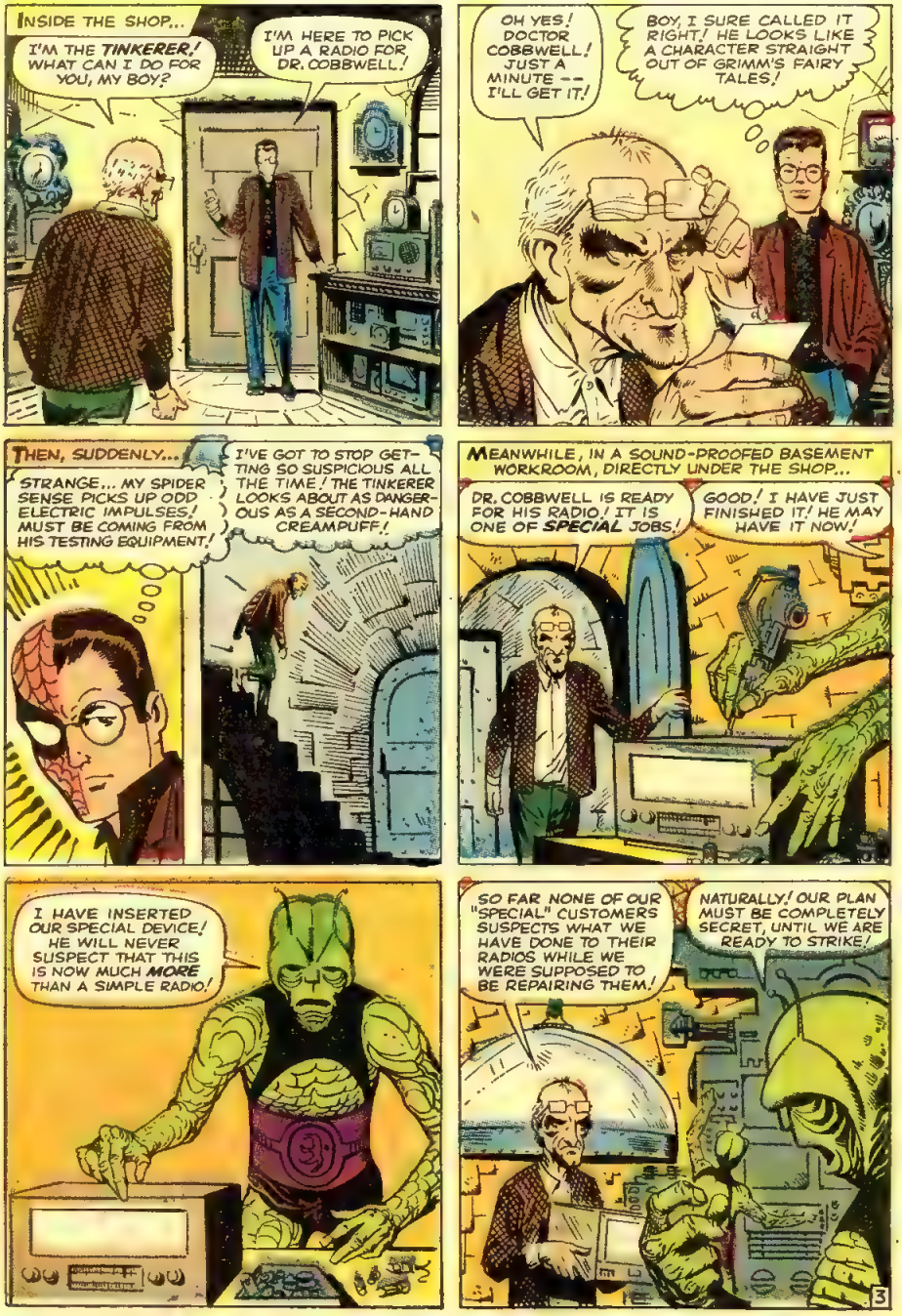

PETER, PROFESSOR COBBWELL HAS ASKED ME TO RECOMMEND A STUDENT WHO COULD HELP HIM WITH SOME RESEARCH OVER THE WEEK-END, AND I WAS WONDERING--?
GOSH! A CHANCE TO WORK WITH THE MOST FAMOUS ELECTRONICS EXPERT IN TOWN? I'D BE DELIGHTED, SIR!
THANK YOU, MY BOY! I HAVE SOME URGENT EXPERIMENTS TO PERFORM, AND WILL APPRECIATE YOUR ASSISTANCE!

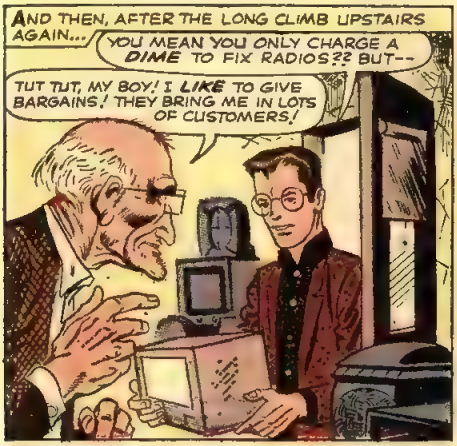
HERE IS MY ADDRESS, SON! ON YOUR WAY OVER TOMORROW, PLEASE STOP AT THE RADIO REPAIR SHOP AND PICK UP A SMALL RADIO FOR ME! I HAD SOME NEW TUBES PUT IN IT!
SURE, I'LL BE GLAD TO DOCTOR COBBWELL!

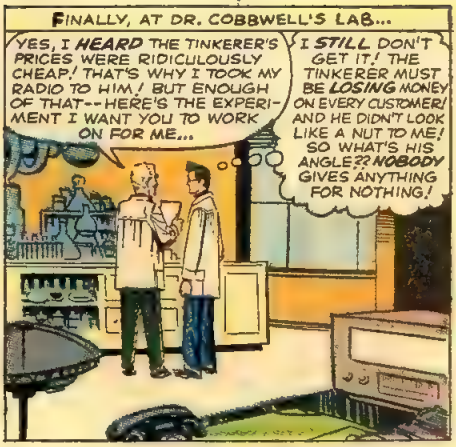

MINUTES LATER, WHEN THE STUDENTS ARE ALONE AGAIN...
WELL WELL! SO TEACHER'S PET IS GONNA HELP THE NICE LITTLE DOCTOR WITH SOME EXPERIMENTS THIS WEEK-END, EH? WHILE US OTHER DUMBHEADS WASTE TIME HAVING DATES AND LIVIN' IT UP!
KNOCK IT OFF, FLASH! YOU'RE DARN RIGHT I'D JUMP AT THE CHANCE TO WORK WITH A BRILLIANT MAN LIKE DOCTOR COBBWELL! AS FOR YOU BEING A DUMBHEAD, IT'S NOTHING TO BE ASHAMED OF! YOU WERE JUST BORN THAT WAY!

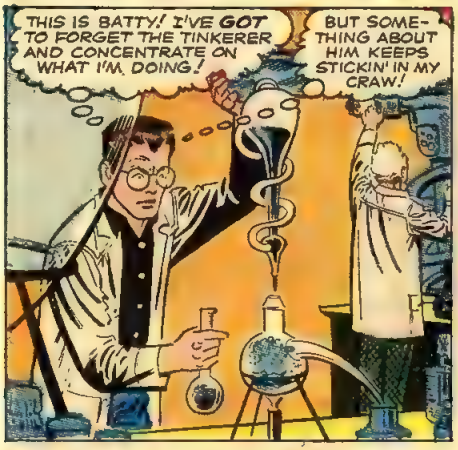

THEN, BEFORE THE ANGRY FLASH THOMPSON CAN THINK OF A SUITABLE RETORT, PETER PARKER IS GONE! AND, THE NEXT DAY, AT HOME...
I'D BETTER TAKE MY SPIDER-MAN OUTFIT! NEVER KNOW WHEN I'LL NEED IT! BESIDES, I FEEL ALMOST UNDRESSED WITHOUT IT!


HMMM, HERE'S THE PLACE THE DOC WANTED ME TO PICK UP HIS RADIO!
THE TINKERER REPAIR SHOP -- SURE IS AN OFF-BEAT NAME! WONDER WHAT KIND OF KOOKIE CHARACTER RUNS IT?
TINKERER
2


INSIDE THE SHOP...
I'M THE TINKERER! WHAT CAN I DO FOR YOU, MY BOY?
I'M HERE TO PICK UP A RADIO FOR DR. COBBWELL!
OH YES! DOCTOR COBBWELL! JUST A MINUTE -- I'LL GET IT!
BOY, I SURE CALLED IT RIGHT! HE LOOKS LIKE A CHARACTER STRAIGHT OUT OF GRIMM'S FAIRY TALES!
THEN, SUDDENLY...
STRANGE... MY SPIDER SENSE PICKS UP ODD ELECTRIC IMPULSES! MUST BE COMING FROM HIS TESTING EQUIPMENT!
I'VE GOT TO STOP GETTING SO SUSPICIOUS ALL THE TIME! THE TINKERER LOOKS ABOUT AS DANGEROUS AS A SECOND-HAND CREAMPUFF!
MEANWHILE, IN A SOUND-PROOFED BASEMENT WORKROOM, DIRECTLY UNDER THE SHOP...
DR. COBBWELL IS READY FOR HIS RADIO! IT IS ONE OF SPECIAL JOBS!
GOOD! I HAVE JUST FINISHED IT! HE MAY HAVE IT NOW!
I HAVE INSERTED OUR SPECIAL DEVICE! HE WILL NEVER SUSPECT THAT THIS IS NOW MUCH MORE THAN A SIMPLE RADIO!
SO FAR NONE OF OUR "SPECIAL" CUSTOMERS SUSPECTS WHAT WE HAVE DONE TO THEIR RADIOS WHILE WE WERE SUPPOSED TO BE REPAIRING THEM!
NATURALLY! OUR PLAN MUST BE COMPLETELY SECRET, UNTIL WE ARE READY TO STRIKE!
3

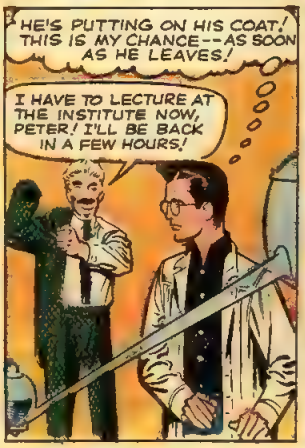

AND THEN, AFTER THE LONG CLIMB UPSTAIRS AGAIN...
YOU MEAN YOU ONLY CHARGE A DIME TO FIX RADIOS?? BUT--
TUT TUT, MY BOY! I LIKE TO GIVE BARGAINS! THEY BRING ME IN LOTS OF CUSTOMERS!


FINALLY, AT DR. COBBWELL'S LAB...
YES, I HEARD THE TINKERER'S PRICES WERE RIDICULOUSLY CHEAP! THAT'S WHY I TOOK MY RADIO TO HIM! BUT ENOUGH OF THAT--HERE'S THE EXPERIMENT I WANT YOU TO WORK ON FOR ME...
I STILL DON'T GET IT! THE TINKERER MUST BE LOSING MONEY ON EVERY CUSTOMER! AND HE DIDN'T LOOK LIKE A NUT TO ME! SO WHAT'S HIS ANGLE?? NOBODY GIVES ANYTHING FOR NOTHING!

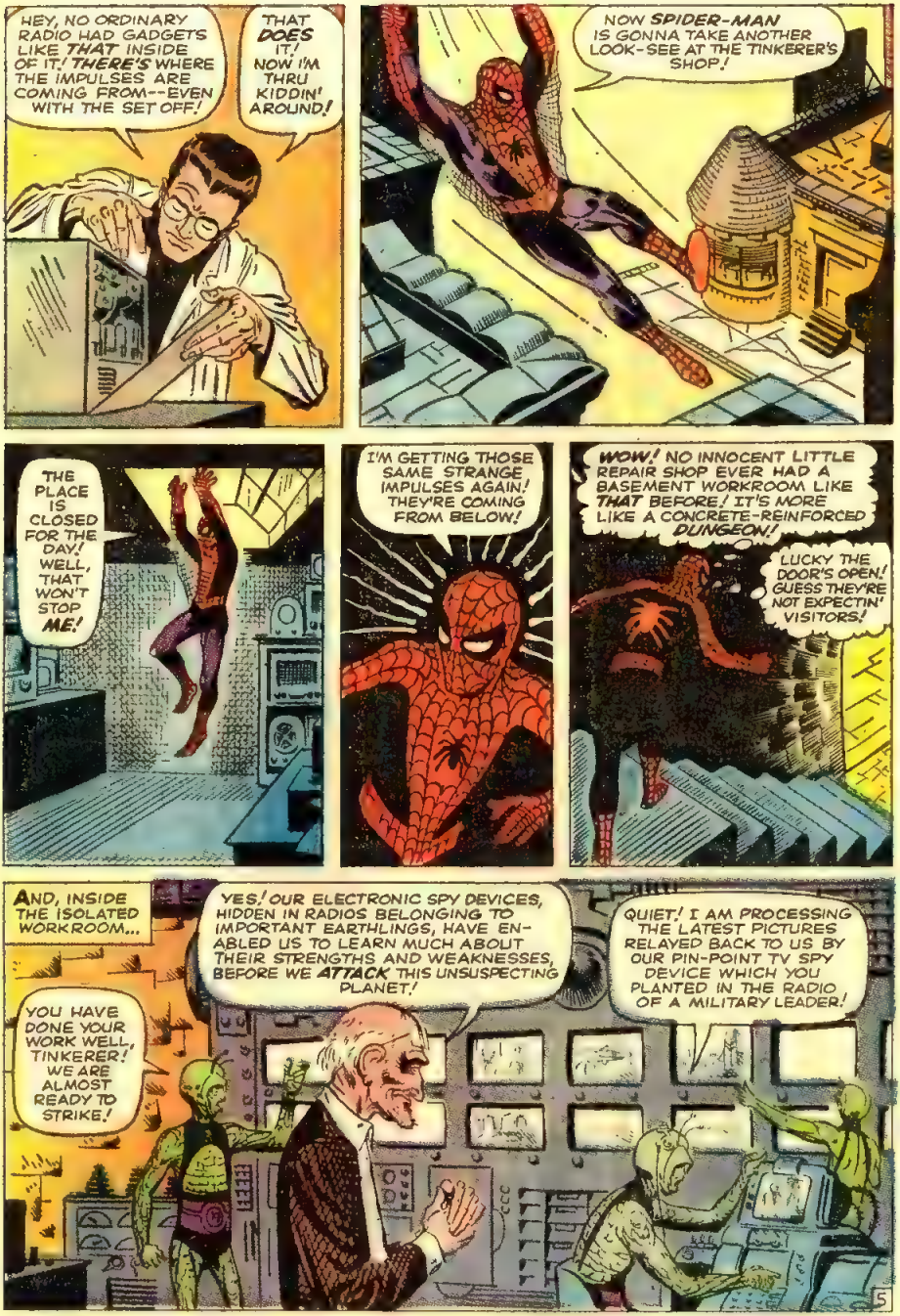

THIS IS BATTY! I'VE GOT TO FORGET THE TINKERER AND CONCENTRATE ON WHAT I'M DOING!
BUT SOMETHING ABOUT HIM KEEPS STICKIN' IN MY CRAW!

WAIT! I KNOW! THOSE ELECTRICAL IMPULSES WHICH I SENSED IN HIS SHOP! NOW I SENSE THEM HERE!
THE PART OF ME WHICH IS SPIDER-MAN IS REACTING SUSPICIOUSLY TO THEM! I'VE GOT TO CHECK THIS OUT!

BUT WHERE CAN THE IMPULSES BE COMING FROM? THE RADIO IS SHUT OFF! AND DOCTOR COBBWELL DOESN'T HAVE ANY OTHER ELECTRICAL GADGETS OPERATING NOW!


HE'S PUTTING ON HIS COAT! THIS IS MY CHANCE--AS SOON AS HE LEAVES!
I HAVE TO LECTURE AT THE INSTITUTE NOW, PETER! I'LL BE BACK IN A FEW HOURS!

SLAM!
HE'S GONE! NOW TO SEE WHAT THIS IS ALL ABOUT!


HEY, NO ORDINARY RADIO HAD GADGETS LIKE THAT INSIDE OF IT! THERE'S WHERE THE IMPULSES ARE COMING FROM--EVEN WITH THE SET OFF!
THAT DOES IT! NOW I'M THRU KIDDIN' AROUND!
NOW SPIDER-MAN IS GONNA TAKE ANOTHER LOOK-SEE AT THE TINKERER'S SHOP!
THE PLACE IS CLOSED FOR THE DAY! WELL, THAT WON'T STOP ME!
I'M GETTING THOSE SAME STRANGE IMPULSES AGAIN! THEY'RE COMING FROM BELOW!
WOW! NO INNOCENT LITTLE REPAIR SHOP EVER HAD A BASEMENT WORKROOM LIKE THAT BEFORE! IT'S MORE LIKE A CONCRETE-REINFORCED DUNGEON!
LUCKY THE DOOR'S OPEN! GUESS THEY'RE NOT EXPECTIN' VISITORS!
AND, INSIDE THE ISOLATED WORKROOM...
YOU HAVE DONE YOUR WORK WELL, TINKERER! WE ARE ALMOST READY TO STRIKE!
YES! OUR ELECTRONIC SPY DEVICES, HIDDEN IN RADIOS BELONGING TO IMPORTANT EARTHLINGS, HAVE ENABLED US TO LEARN MUCH ABOUT THEIR STRENGTHS AND WEAKNESSES, BEFORE WE ATTACK THIS UNSUSPECTING PLANET!
QUIET! I AM PROCESSING THE LATEST PICTURES RELAYED BACK TO US BY OUR PIN-POINT TV SPY DEVICE WHICH YOU PLANTED IN THE RADIO OF A MILITARY LEADER!
5

CONTINUED AFTER NEXT PAGE.

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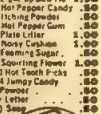

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EVEN HOUDINI WOULD LIKE THIS!

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Amaze, mystify, entertain with 1000 great new magic tricks. Easier than you think! Make money in spare time. Rush name, address and 25¢ for Big 160 Page Catalog of Tricks, Gags, Jokes, Mysteries, Illusions, etc. All illustrated. No skill needed. World's best 25¢ offer.
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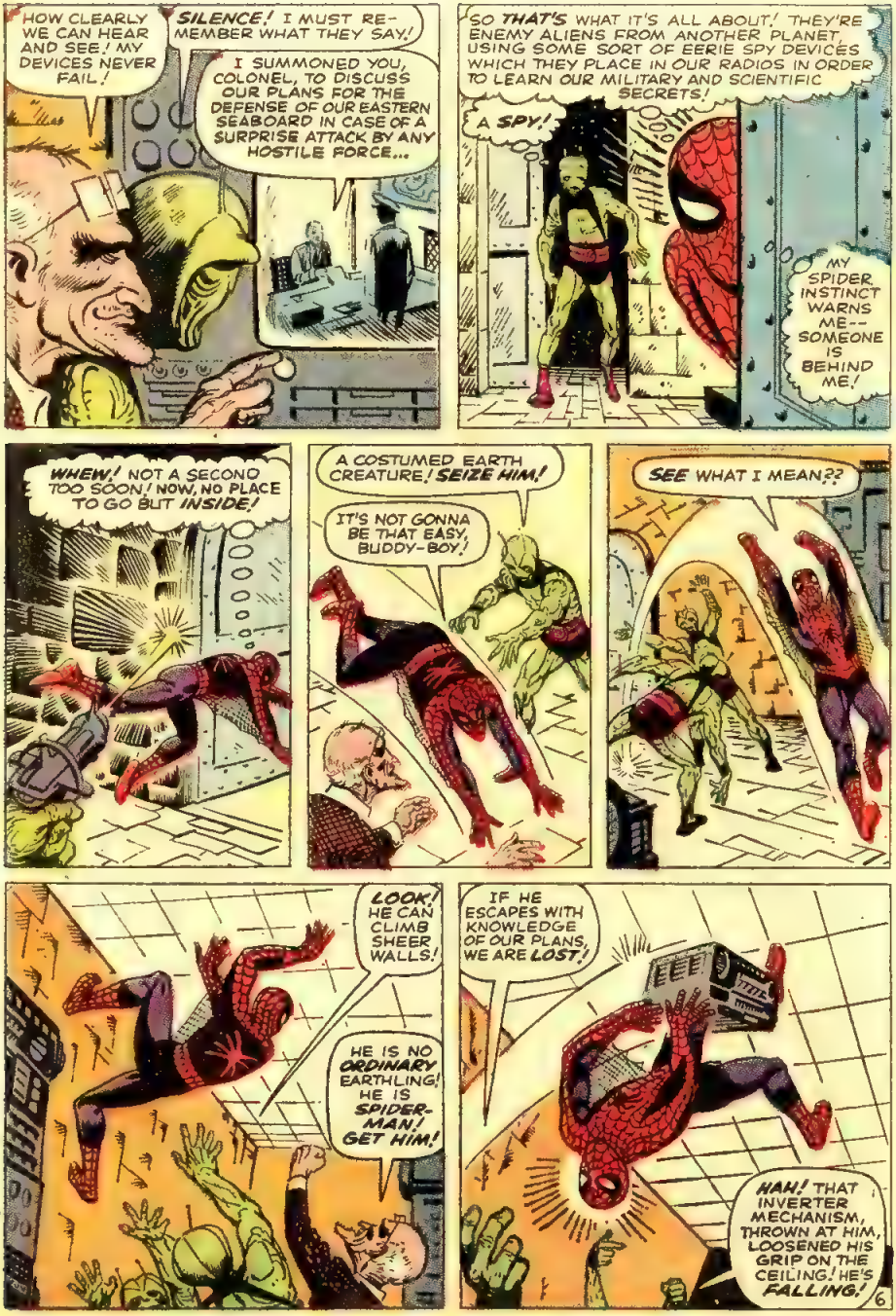
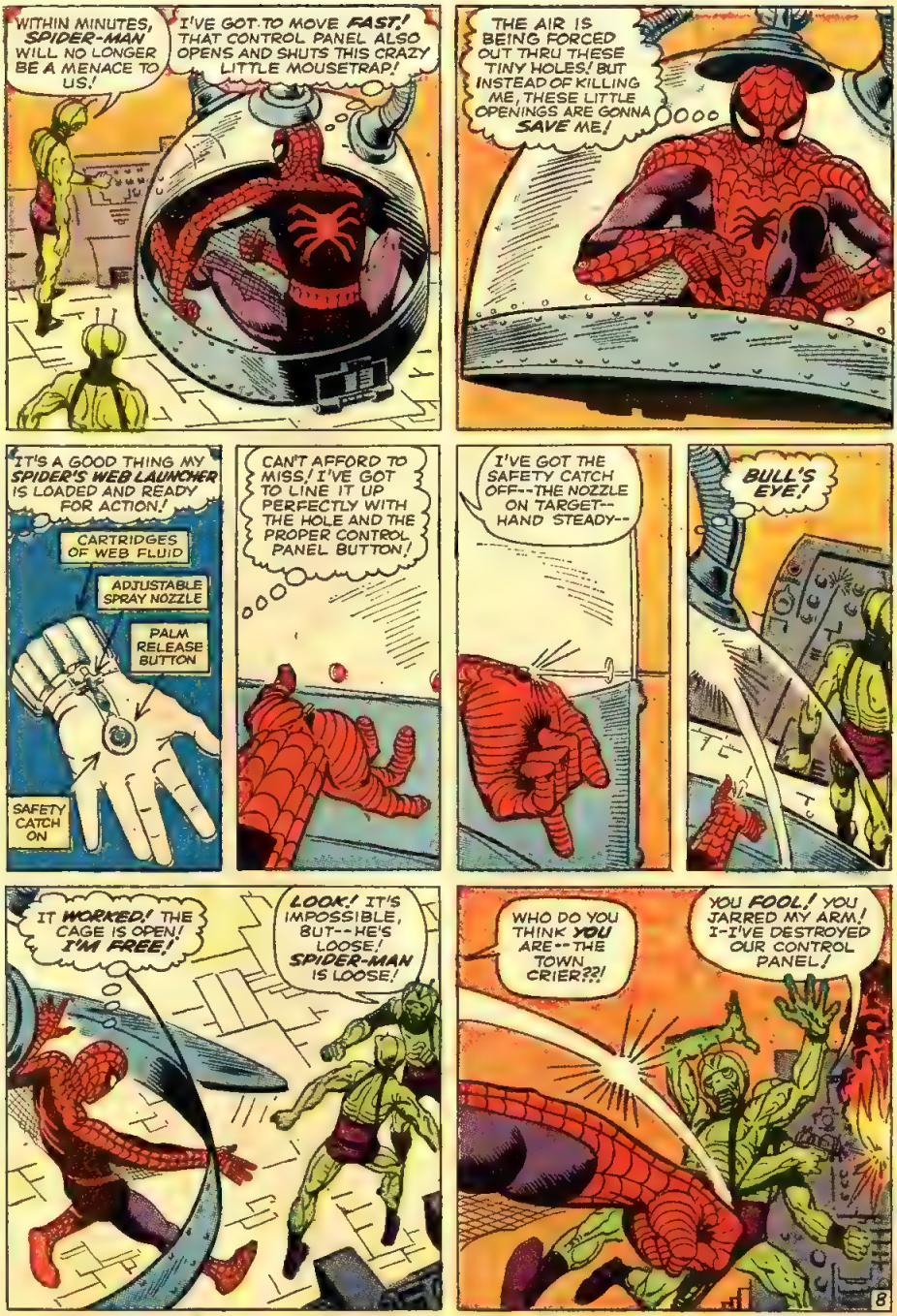
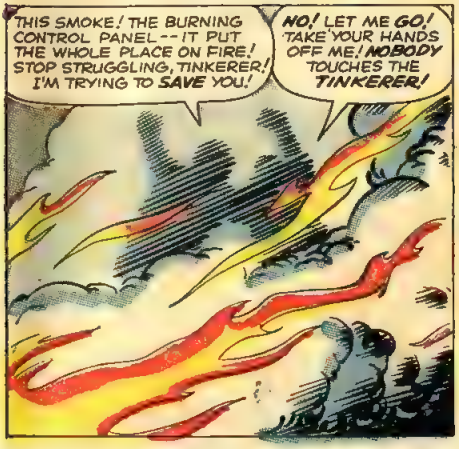

HOW CLEARLY WE CAN HEAR AND SEE! MY DEVICES NEVER FAIL!
SILENCE! I MUST REMEMBER WHAT THEY SAY!
I SUMMONED YOU, COLONEL, TO DISCUSS OUR PLANS FOR THE DEFENSE OF OUR EASTERN SEABOARD IN CASE OF A SURPRISE ATTACK BY ANY HOSTILE FORCE...
SO THAT'S WHAT IT'S ALL ABOUT! THEY'RE ENEMY ALIENS FROM ANOTHER PLANET, USING SOME SORT OF EERIE SPY DEVICES WHICH THEY PLACE IN OUR RADIOS IN ORDER TO LEARN OUR MILITARY AND SCIENTIFIC SECRETS!
A SPY!
MY SPIDER INSTINCT WARNS ME-- SOMEONE IS BEHIND ME!
WHEW! NOT A SECOND TOO SOON! NOW, NO PLACE TO GO BUT INSIDE!
A COSTUMED EARTH CREATURE! SEIZE HIM!
IT'S NOT GONNA BE THAT EASY, BUDDY-BOY!
SEE WHAT I MEAN??
LOOK! HE CAN CLIMB SHEER WALLS!
HE IS NO ORDINARY EARTHLING! HE IS SPIDER-MAN! GET HIM!
IF HE ESCAPES WITH KNOWLEDGE OF OUR PLANS, WE ARE LOST!
HAH! THAT INVERTER MECHANISM, THROWN AT HIM, LOOSENED HIS GRIP ON THE CEILING! HE'S FALLING!
6

NOW WE HAVE HIM! RENDER HIM HELPLESS!
WE CAN OVERWHELM HIM BY SHEER WEIGHT OF NUMBERS!
I'VE GOT NEWS FOR YOU! IT'S BEEN TRIED BEFORE!
HIS STRENGTH IS GREATER THAN WE SUSPECTED!
HE SHOOK US ALL OFF! A WEAPON! WE NEED A WEAPON!
WE HAVE A WEAPON! THE TINKERER IS NEVER UNPREPARED! THIS WILL STOP SPIDER-MAN!
OHHHH...
IT WOULD HAVE KILLED ANY NORMAL HUMAN-- BUT IT MERELY STUNNED HIM!
QUICKLY! PUT HIM INTO THE SPECIMEN CAGE BEFORE HE COMES TO!
THERE! NOTHING THAT LIVES CAN BREAK OUT OF THAT RESISTO-GLASS ENCLOSURE!
NOW, OUR FINAL PROBLEM IS TO FIND A SUITABLE WAY TO DISPOSE OF THE MEDDLER!
HE IS THE ONLY MORTAL ON EARTH WHO EVEN SUSPECTS OUR PRESENCE HERE--THE ONLY ONE WHO KNOWS OUR MASTER PLAN!
THERE IS NO QUESTION ABOUT IT! HE MUST BE DESTROYED! RELEASE THE AIR FROM THE RESISTO-GLASS PRISON!


WITHIN MINUTES, SPIDER-MAN WILL NO LONGER BE A MENACE TO US!
I'VE GOT TO MOVE FAST! THAT CONTROL PANEL ALSO OPENS AND SHUTS THIS CRAZY LITTLE MOUSETRAP!
THE AIR IS BEING FORCED OUT THRU THESE TINY HOLES! BUT INSTEAD OF KILLING ME, THESE LITTLE OPENINGS ARE GONNA SAVE ME!
IT'S A GOOD THING MY SPIDER'S WEB LAUNCHER IS LOADED AND READY FOR ACTION!
CARTRIDGES OF WEB FLUID
ADJUSTABLE SPRAY NOZZLE
PALM RELEASE BUTTON
SAFETY CATCH ON
CAN'T AFFORD TO MISS! I'VE GOT TO LINE IT UP PERFECTLY WITH THE HOLE AND THE PROPER CONTROL PANEL BUTTON!
I'VE GOT THE SAFETY CATCH OFF--THE NOZZLE ON TARGET--HAND STEADY--
BULL'S EYE!
IT WORKED! THE CAGE IS OPEN! I'M FREE!
LOOK! IT'S IMPOSSIBLE, BUT--HE'S LOOSE! SPIDER-MAN IS LOOSE!
WHO DO YOU THINK YOU ARE--THE TOWN CRIER??!
YOU FOOL! YOU JARRED MY ARM! I-I'VE DESTROYED OUR CONTROL PANEL!
8

IT WOULD TAKE MONTHS TO REBUILD THAT CONTROL PANEL! WE-- WE HAVEN'T THE TIME!
QUICK! LET US FLEE WHILE WE CAN! SPIDER-MAN IS TOO POWERFUL!
WAIT! DON'T LEAVE ME! DON'T ABANDON ME!

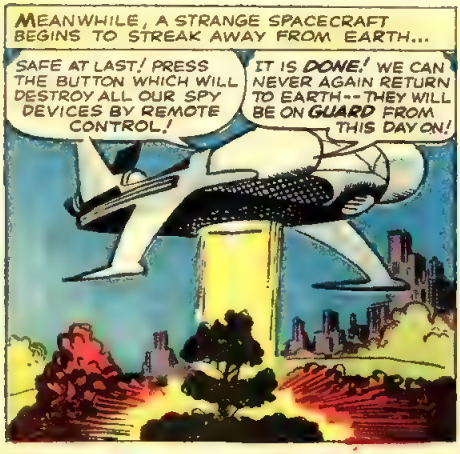
HOLD ON THERE, LAUGHING BOY! YOU'RE NOT GOING ANYWHERE!
THEY WERE JUST DOING THEIR DUTY TO WHATEVER PLANET THEY WERE FROM! BUT YOU, YOU TRAITOR--!

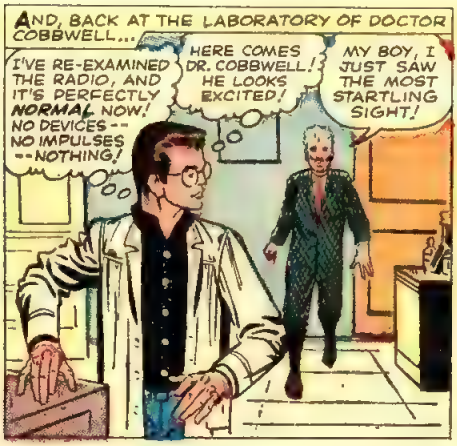

THIS SMOKE! THE BURNING CONTROL PANEL--IT PUT THE WHOLE PLACE ON FIRE! STOP STRUGGLING, TINKERER! I'M TRYING TO SAVE YOU!
NO! LET ME GO! TAKE YOUR HANDS OFF ME! NOBODY TOUCHES THE TINKERER!

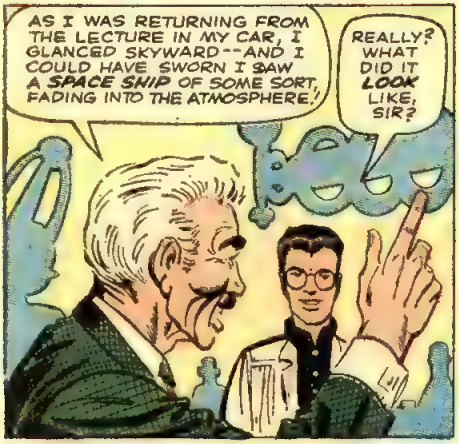
CAN'T SEE! THE SMOKE--IT'S BLINDING ME--CHOKING ME--GOT TO GET AWAY!

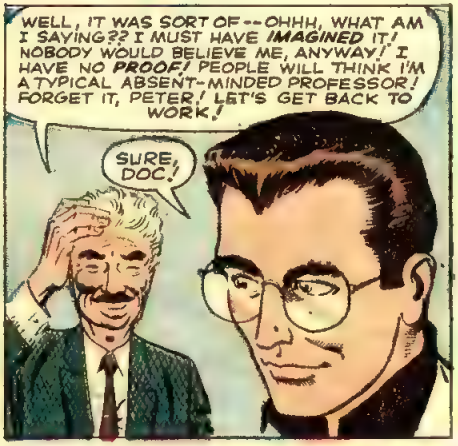
JUST IN TIME! COULDN'T HAVE LASTED MUCH LONGER! BUT THE BUILDING IS A TOTAL WRECK! IT'LL BE REDUCED TO ASHES IN MINUTES!
I HEAR SIRENS! FIRE ENGINES! SOMEONE MUST HAVE TURNED IN AN ALARM! I'VE GOT TO DISAPPEAR!

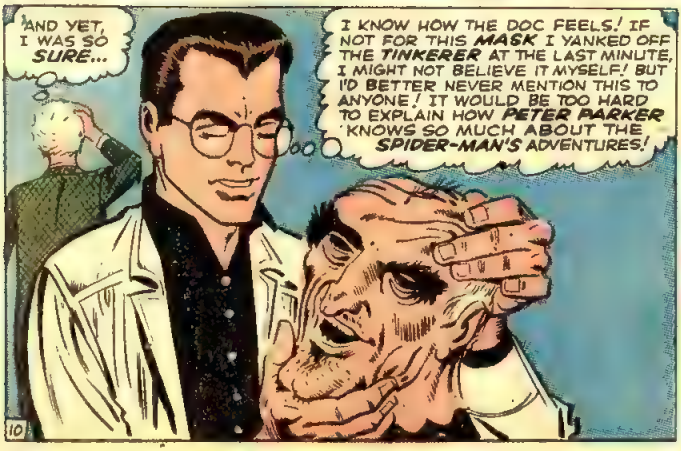
LOOK! IT'S SPIDER-MAN!
MAYBE HE STARTED THE FIRE! BUT-- WHY??


MEANWHILE, A STRANGE SPACECRAFT BEGINS TO STREAK AWAY FROM EARTH...
SAFE AT LAST! PRESS THE BUTTON WHICH WILL DESTROY ALL OUR SPY DEVICES BY REMOTE CONTROL!
IT IS DONE! WE CAN NEVER AGAIN RETURN TO EARTH--THEY WILL BE ON GUARD FROM THIS DAY ON!


AND, BACK AT THE LABORATORY OF DOCTOR COBBWELL...
I'VE RE-EXAMINED THE RADIO, AND IT'S PERFECTLY NORMAL NOW! NO DEVICES--NO IMPULSES--NOTHING!
HERE COMES DR. COBBWELL! HE LOOKS EXCITED!
MY BOY, I JUST SAW THE MOST STARTLING SIGHT!


AS I WAS RETURNING FROM THE LECTURE IN MY CAR, I GLANCED SKYWARD--AND I COULD HAVE SWORN I SAW A SPACE SHIP OF SOME SORT, FADING INTO THE ATMOSPHERE!
REALLY? WHAT DID IT LOOK LIKE, SIR?


WELL, IT WAS SORT OF--OHHH, WHAT AM I SAYING?? I MUST HAVE IMAGINED IT! NOBODY WOULD BELIEVE ME, ANYWAY! I HAVE NO PROOF! PEOPLE WILL THINK I'M A TYPICAL ABSENT-MINDED PROFESSOR! FORGET IT, PETER! LET'S GET BACK TO WORK!
SURE, DOC!


AND YET, I WAS SO SURE...
I KNOW HOW THE DOC FEELS! IF NOT FOR THIS MASK I YANKED OFF THE TINKERER AT THE LAST MINUTE, I MIGHT NOT BELIEVE IT MYSELF! BUT I'D BETTER NEVER MENTION THIS TO ANYONE! IT WOULD BE TOO HARD TO EXPLAIN HOW PETER PARKER KNOWS SO MUCH ABOUT THE SPIDER-MAN'S ADVENTURES!
10

the BEGINNING... OF MORE AND GREATER SPIDER-MAN ADVENTURES STARTING NEXT ISSUE!

DARLING LIVE PET MONKEY!

This live Squirrel Monkey makes an adorable, playful pet. Show it affection, and receive companionship and joy from its company. Almost human with its friendly eyes, children and adults love it as a pet. Approximately 6 months old, simple to take care of and train. Eats same food as you do, grows about 12 inches high. Free cage and instructions included. Live delivery guaranteed. Only $19.95 express collect. Mail check or money order for $19.95 to:

ANIMAL FARM, DEPT. 202, BOX 1042, MIAMI BEACH 39, FLORIDA

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ON UNDERWATER TRAPEZE

FREE underwater Sea Horse TRAPEZE included with all orders. Playful Mr. & Mrs. Sea Horse hang from trapeze with their "monkey-like" tails, swim upside down with tails entwined, etc. Children and adults love them. Father bears the young alive! At times 3 or 4 babies take a ride on Father's head. Easily kept in a goldfish bowl. Live delivery guaranteed via air mail anywhere. Send only $3.50 postpaid for mated pair (Mr. & Mrs.) Dwarf Sea Horses, food and instructions, and FREE trapeze. Or send $6.98 for 2 mated pair of Dwarf Sea Horses and receive 1 pair free (with extra food and trapeze). 2 decorative Sea Horse TREES to beautify bowl are $1.00 extra. **FLORIDA SEA HORSE CO., Dept. 402, Box 5095, Miami 1, Florida**

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Send my first bundle of papers, selling hints and prize offers;

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Street and No. ..... R. F. D. .....

Post Office ..... State .....

Print Your Last Name Plainly Here

BOYS! MEN!

MY SECRET NEW DYNAFLEX METHOD

CAN BUILD YOU A MAGNIFICENT NEW HE-MAN-MUSCLED BODY IN JUST TEN MINUTES A DAY—with absolutely NO weights—NO bar-bells—NO EXERCISE AT ALL!

Yes! If the girls LAUGH at you now when you take off your shirt—they'll be breaking down the doors to get dates with you—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough brutal massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

Mike Marvel

IN MY CLASSES THIS SAME COURSE OF INSTRUCTION WOULD COST $110.00

ARE YOU ASHAMED OF YOUR BODY NOW?

Pal—do YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, starved body—scrawny arms—bony shoulders—a flabby stomach and skinny legs? Do girls laugh and fellows grin when you take off your shirt?

BELIEVE IT OR NOT—I can add solid pounds of real, steely he-man MEAT to your build. I can take those skeleton arms and PACK EVERY INCH with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SLAB BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have the girls gasping with awe and admiration! And with NO tiring exercises. NO high-priced bar-bells or gym equipment!

Or is your problem a body sagging with soft rolls of unhealthy, unhandsome FAT? Puny muscles — sagging stomach — bloated face — arms heavy with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

If so, wake up fella! THIS IS IT! I will peel off that fat and give you a lean virile DYNAFLEX BODY, armored with a sheath of hard tough handsome muscle. I can build you into a healthy, streamlined HERCULES —bursting with dynamic manly strength. I'll give you a taut rock-hard midsection—legs muscled like coiled steel springs. I can pack solid DYNAMITE into your fists and give you a rugged handsome build brim-full of the dynamic SUPER-BODY that APPEAL girls are hungry for. And with NO starving diets—NO fatiguing calisthenics—NO expensive health-foods!

ARE YOU WEAK, ALWAYS TIRED, LACK PEP?

Whether you're thin and scrawny, or sagging with unsightly fat — my secret DYNAFLEX method will cram pep, vigor and rod-blooded vitality into your puny, exhausted body. Once DYNAFLEX makes you a two-fisted dynamo of manly beauty, rippling with power, glowing with magnetic sex-appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring energy—for the first time in years!

PROOF!

"I tried two other systems, before my buddy told me about DYNAFLEX. It *really* works—and how! I've put two inches of solid muscle on my biceps, three inches on my chest. It's like magic!"
L. C., New York City

"I never thought you could build terrific muscles without exercises or weights. I started DYNAFLEX two weeks ago, and am building a *great* physique."
E. G., Detroit, Mich.

"DYNAFLEX is the best yet. Only three weeks, and I have more dates than I can handle! I am telling all my pals about DYNAFLEX."
F. B., Chicago, Ill.

HOW DYNAFLEX BUILDS BEAUTIFUL BODIES

DYNAFLEX is the modern miracle of body-building. It takes no tiresome exercises, "special" diets, certain foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a thrilling new way to build GIANT BRAWNY MUSCLES in ten minutes a day. With DYNAFLEX you "flex" each muscle one—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAFLEX you get bigger results in ten minutes than after hours of grunting and groaning before dumb-bells. With DYNAFLEX you "flex" each muscle in your body to bring out its round, steely fullness and satiny symmetry. DYNAFLEX builds that muscle with glowing vibrant new strength and energy. FEEL it tingle and thrill with new life! In ten minutes a day I can cover your bony frame with healthy rippling muscle—give you a deep, powerful chest with bulging arms and iron wrists—tough, slim midsection—and trim, steel-sprung legs. Yes, simply by DYNAFLEXING each muscle once a day!

There's nothing wrong with the bar-bell and weight-lifting method — but why bother? Why waste time and money, why sweat and strain your way to a streamlined symmetrical SAMSON-STRONG BODY — when you can do it better—easier—faster with the DYNAFLEX SECRET!

STRONG-MAN SEX-APPEAL ATTRACTS GIRLS

Be honest. Down deep you KNOW you envy the boy with the virile, magnificent build. Of course you secretly admire a broad brawny back, a solid man-muscled chest, handsome he-man shoulders, arms rippling with power, a narrow waist, slim hips and springy, power-packed legs. Girls go for a man with TWO-FISTED BIG MUSCLE SEX-APPEAL —and they only laugh at skinny guys or weaklings!

Let me give you a glowing new body, brimming with the kind of irresistible inches of solid muscle on your chest—he-man appeal. I can build three inches of beef and brawn on your shoulders. I will mold you a handsome super-body of terrific strength, give you a crushing grip, legs crammed with steel springs. A lean taut rock-solid punch-proof midsection. Pack your body with zest and thrilling stamina that will have girls falling at your feet.

Mike Marvel System, DEPT. 91, 285 Market St., Newark, N.J.

GIVE ME TEN MINUTES A DAY —THAT'S ALL!

After DYNAFLEX, you'll be able to roll up your sleeves and take off your shirt and, for the first time in your life, you'll be PROUD of your manly build. Yes, pal, say goodbye to your weak, flabby frame—get ready for adventure and romance with a solid physique that glows and vibrates with virile he-man appeal. You'll be really proud to have girls see your MAGNIFICENT HE-MAN-MUSCLES at the beach or gym. And, when the fellows stare with envy and jealousy—when the girls crowd around to squeeze your iron biceps or touch your bulging brawny chest—you'll chuckle in amazement HOW you did it—tell them about the Magic Secret of DYNAFLEX!

Your Pal,
MIKE MARVEL
"Builder of Champion Bodies"

YOU PAY ONLY **1.98** **COMPLETE NOTHING ELSE TO BUY**

FREE!

'SECRETS OF ATTRACTING GIRLS'!

Fellows! Mail the coupon now, and receive Mike Marvel's FREE GIFT to you, this exciting and informative book. Discover a secret method for developing a new, almost MAGNETIC way of attracting the girls. At parties, dances, at the beach—you will have the girls clustering around you breathlessly, while the guys watch enviously. "What does HE have that WE don't?" they will say. The answer is in this exciting new book, your GIFT from Mike Marvel. Fill out and mail the coupon NOW!

MAIL MONEY-SAVING NO RISK FREE TRIAL COUPON NOW!

Check as many of the boxes you want HERE — Complete System $1.98.

- ☐ Lose fat, be trim and solid
- ☐ Build deep brawny chest, bulging with vigorous power
- ☐ Lose fat, be trim, strong, handsome
- ☐ Mold mighty back, broad beefy shoulders
- ☐ Build muscle on skinny wrists and arms
- ☐ Develop crushing grip, iron-fisted punch-power

MIKE MARVEL System. Dept. 91
285 Market St.,
Newark, N.J.

Okay, Mike! Hurry! $1.98. Send me your COMPLETE (nothing else to buy later) body-building course. I want to use your new secret of DYNAFLEX, to win a HERCULES HE-MAN BODY in just ten minutes a day. Rush my copies of the DYNAFLEX SYSTEM and my free gift book "Secrets of Attracting Girls" on your money-back guarantee, in plain wrapper. If I don't develop a splendid physique and become more popular with girls you will refund my money in full.

NAME ..... AGE .....

ADDRESS .....

CITY ..... ZONE ..... STATE .....
(Please Print!)

Outside U.S.A.: Send International Money Order or cash. Great Britain: $1.98 is about 15 shillings. For air mail delivery, send 1 pound.

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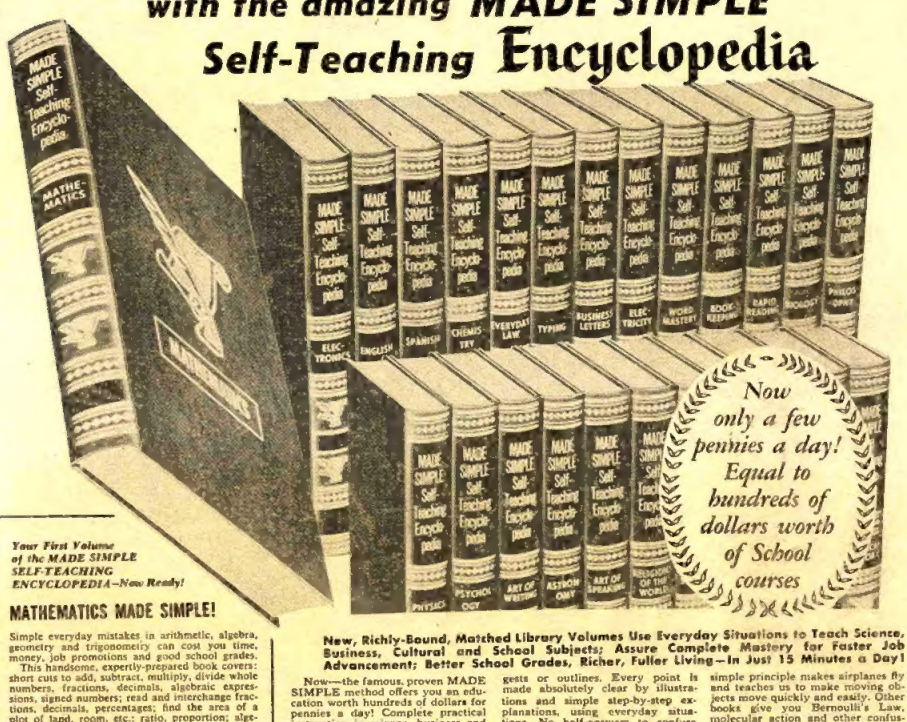

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Here's how complicated subjects are MADE SIMPLE. In PHYSICS MADE SIMPLE, you are shown this simple home experiment, which costs nothing. Hold one edge of a letter paper against your chin, just below lower lip, with the paper hanging over and down. Blow above the paper and it will rise as if pulled up in the air stream. This simple principle makes airplanes fly and teaches us to make moving objects move quickly and easily. Other books give you Bernoulli's Law, molecular action and other confusing terms. By the time you got to the experiment, if there was one, you wouldn't understand it. Here you read a simple explanation, do the experiment and *then* learn the technical terms, so you learn *naturally*, by doing, without memorizing anything. This has worked for many people who thought they were more hopeless than you may think you are.

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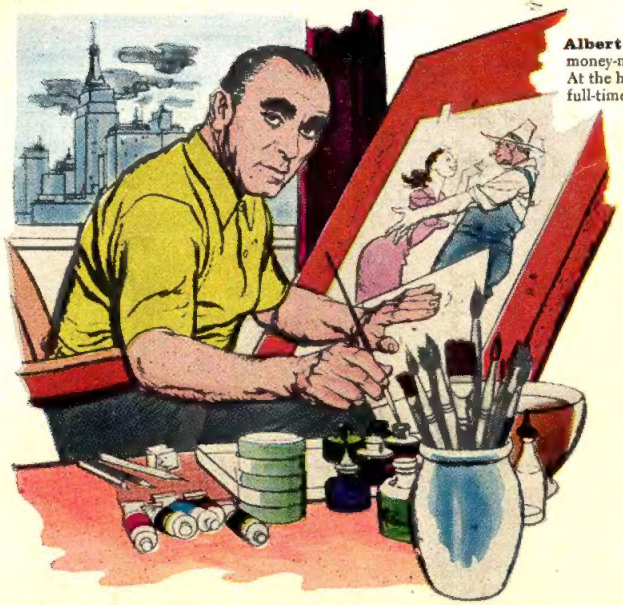

Albert Dorne – probably the greatest money-maker in the history of commercial art. At the height of his career, he began a full-time search for people who like to draw.

He's Looking for People Who Like to Draw

TODAY HUNDREDS of men and women who never thought they could be artists are working happily at easels and drawing boards, making pictures, and getting well paid for it. They all can thank Albert Dorne, a famous artist who devotes almost his full time to helping other people become artists.

Some of the people Dorne has helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

John Busketta is another. He was a pipefitter's helper in a big gas company. Today he still works for the same company, but as an artist in the advertising department, with a big increase in pay.

Harriet Kuzniewski was bored with an "ordinary" job before she heard of Albert Dorne. Today she does high-style fashion illustration in New York.

With the right training, Wanda Pickulski gave up her typing job to become fashion artist for a local department store.

John Whitaker of Memphis was an airline clerk two years ago. Recently he won a national cartooning contest and was signed to do a newspaper comic strip.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could only help a few of these people he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb. Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

The famous artists agreed. Taking time from their busy careers, they spent several years creating a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, the famous artists developed a wonderful way to give each student personal correction and advice all through his training.

Albert Dorne is not surprised by the success of his students. "The art field is growing. We keep getting calls from all over the country, asking us for practical, well-trained students who can step into full-time or part-time art jobs."

Famous Artists Talent Test

To find others with art talent worth developing, the famous artists created a 12-page talent test. Thousands paid $1 for this test, but now the School offers it free and will grade it free. If you show talent on the test, you will be eligible for training by the School. No obligation. Simply mail coupon. It might be your first step to an exciting, well-paid career in art.

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

Famous Artists Schools
Studio 5849, Westport, Conn.

I would like to find out whether I have art talent worth developing. Please send me, without obligation, your Famous Artists Talent Test.

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